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NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF

GENUS POWER INFRASTRUCTURES LIMITED

GENUS POWER INFRASTRUCTURES LIMITED

CIN: L51909UP1992PLC051997
Registered Office: G-123, Sector-63, Noida, Uttar Pradesh-201307 (India)
Phone: 91-120-2581999
E-mail: cs@genus.in, **Website**: www.genuspower.com

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF GENUS POWER INFRASTRUCTURES LIMITED PURSUANT TO ORDER DATED DECEMBER 08, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH

Meeting	
Day	Saturday
Date	February 26, 2022
Time	4:00 P.M. (IST)
Venue of Meeting	Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh — 244001
Cut-off date for voting	Thursday, September 30, 2021

27.	**Annexure XXV** Auditor's certificates that the accounting treatment proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.	B-458
28.	Form of Proxy	Loose
29.	Attendance Slip	Loose
30.	Route Map for the venue of the Meeting	Back Cover Inside
31.	Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope	Loose

The Notice of the Meeting, Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules (page nos. A-1 to A-48), Annexure I to Annexure XXV (page nos. B-1 to B-473) and form of proxy, attendance slip, route map and Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope constitute a single and complete set of documents and should be read together as they form an integral part of this document.

FORM NO. CAA. 2

[Pursuant to section 230 (3) and Rule 6]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH

CA (CAA) No. 27/ALD of 2021

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST GENUS PRIME INFRA LIMITED AND SANSAR INFRASTRUCTURE PRIVATE LIMITED AND STAR VANIJYA PRIVATE LIMITED AND SUNIMA TRADING PRIVATE LIMITED AND GENUS POWER INFRASTRUCTURES LIMITED AND YAJUR COMMODITIES LIMITED

AND

GENUS PRIME INFRA LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L24117UP2000PLC032010 and having its registered office situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001.	)))))	**…. Applicant Company No. 1/ "Amalgamated Company"/ "Resulting Company"**
SANSAR INFRASTRUCTURE PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U70109UP2008PTC093173 and having its registered office situated at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh - 244001.	)))))	**…..Applicant Company No. 2/ "Amalgamating Company 1"**
STAR VANIJYA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51109UP2008PTC093817 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)))))	**…..Applicant Company No. 3/ "Amalgamating Company 2"**
SUNIMA TRADING PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51909UP2008PTC093671 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)))))	**…..Applicant Company No. 4/ "Amalgamating Company 3"**
GENUS POWER INFRASTRUCTURES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L51909UP1992PLC051997 and having its registered office situated at G-123, Sector-63, Noida, Uttar Pradesh – 201307.	)))))	**…..Applicant Company No. 5/"Demerged Company"**
YAJUR COMMODITIES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51395UP2007PLC110438 and having its registered office situated at G-123, Sector-63 Noida, Uttar Pradesh – 201307.	)))))	**…..Applicant Company No. 6/ "Amalgamating Company 4"**

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF GENUS POWER INFRASTRUCTURES LIMITED (APPLICANT COMPANY NO. 5/ "DEMERGED COMPANY") PURSUANT TO THE ORDER DATED DECEMBER 08, 2021, PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH.

Notice is hereby given that the Allahabad Bench of the Hon'ble National Company Law Tribunal, by order dated December 08, 2021, has directed that meeting of Unsecured Creditors of the Company/Demerged Company shall be held on **Saturday, February 26, 2022** at **4:00 p.m.** at **Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh — 244001** for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Company" or "Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors ("Scheme" or "the Scheme" or "Scheme of Arrangement"). In pursuance of the said order and as directed therein, notice is hereby given that a meeting of the Unsecured Creditors of the Applicant Company No. 5/ "Demerged Company" will be held at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh — 244001 on Saturday, February 26, 2022 at 4:00 p.m. at which time and place, the Unsecured Creditors of the Applicant Company No. 5/ "Demerged Company" are requested to attend. At the meeting, the following resolution will be considered and, if thought fit, passed with or without modification(s):

"***RESOLVED THAT*** *pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the Rules, Circulars and Notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hon'ble National Company Law Tribunal, Bench at Allahabad ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the arrangement embodied in the Scheme of Arrangement amongst Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company" or "Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors ("Scheme") as placed before this meeting, be and is hereby approved.*

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary for giving effect to the Scheme, as the Board may deem fit and proper.*"

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company at G-123, Sector-63, Noida, Uttar Pradesh-201307 (India) not later than 48 hours before the time fixed for commencement of meeting.

Form of Proxy is also annexed to this Notice and can be obtained from the Registered Office of the Company.

Unsecured Creditors are further informed that in compliance with the provisions of: (i) Section 230(4) read with Sections 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by postal ballot (refer Note-11 below) so as to enable the Unsecured Creditors, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Unsecured Creditors of the Company shall be carried out through (i) postal ballot and (ii) ballot or polling paper at the venue of the meeting to be held on Saturday, February 26, 2022 at 4:00 p.m.

Copies of the said Scheme and Explanatory Statement, under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, are annexed to this Notice and can be obtained free of charge from the registered office of the Company.

The Tribunal has appointed Mr. Rahul Agarwal, Advocate and failing him, Ms. Pragya Pandey, Advocate as Chairperson of the said meeting and Mr. Shashi Kant Gupta, Practicing Company Secretary as Scrutinizer to conduct the voting in a fair and transparent manner. The above-mentioned Scheme, if approved by the Unsecured Creditors of the Company in their meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

For, **Genus Power Infrastructures Limited**
Sd/-
Rahul Agarwal
Chairperson appointed for meeting

Date: January 20, 2022
Place: Allahabad

Notes:

1. Only Unsecured Creditors as on September 30, 2021 (cut-off date) may attend and vote either in person or by Proxy instead of himself/ herself (and a Proxy need not be an unsecured creditor of the Company) at the meeting of the Unsecured Creditors of the Company.

2. The authorized representative of a body corporate which is an Unsecured Creditor of the Company may attend and vote at the meeting of the Unsecured Creditors of the Company provided a copy of the resolution of the Board of Directors authorizing such representative to attend and vote at the meeting of the Unsecured Creditors of the Company, is deposited at the registered office of the Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting.

3. The Form of Proxy can be obtained free of charge from the registered office of the Company.

4. All alterations made in the Form of Proxy should be initialed by the Unsecured Creditor.

5. Every Unsecured Creditors entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' prior notice in writing of the intention so to inspect is given to the Company.

6. An Unsecured Creditor or his/her proxy, attending the meeting, is requested to bring and submit to the Company the Attendance Slip duly completed and signed.

7. The documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection by the Unsecured Creditors at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting.

8. The Notice, together with the documents accompanying the same, is being sent to all the Unsecured Creditors either by registered post or by speed post or courier, or electronically by e-mail to those Unsecured Creditors who have registered their e-mail IDs with the Company, whose names appear in the records, registers and books of accounts. The Unsecured Creditors may also download the Notice from Company's website i.e.,www.genuspower.com or may write to the Company Secretary, Genus Power Infrastructures Limited at the registered address of the Company for availing the Notice. The Notice will be displayed on the website of the Company i.e.,www.genuspower.com.

9. The Notice convening the aforesaid meeting will be published through advertisement in Financial Express, Delhi Edition, in English Language; and Jansatta, Delhi Edition, in Hindi Language having wide circulation in the state of Uttar Pradesh.

10. A person, whose name is not recorded in the registers, records and books of accounts of the Company as on the Cut-off Date shall not be entitled to avail the facility of voting at the meeting. Voting rights shall be reckoned on the outstanding value of Unsecured Creditors as on the Cut-off Date. Persons, who are not Unsecured Creditors of the Company as on the Cut-off Date should treat this notice for information purposes only.

11. Pursuant to the order of the Hon'ble National Company Law Tribunal, Bench at Allahabad (NCLT), the facility of voting through postal ballot is being offered to all the Unsecured Creditors to whom the physical notices or electronic notices are being issued. Any instruction given below pertaining to postal ballot shall be applicable to all Unsecured Creditors who have received postal ballot forms with physical notices or electronic notice. Unsecured Creditors receiving notices can vote through postal ballot by submitting the duly filled and signed postal ballot over email to the Scrutinizer at skgupta1903@gmail.com.

12. The voting by the Unsecured Creditors through the postal ballot shall commence at 9.00 a.m. (IST) on Thursday, January 27, 2022 and shall close at 5.00 p.m. (IST) on Friday, February 25, 2022.

13. A Postal Ballot Form along with self-addressed postage pre-paid envelope is enclosed with notice. Unsecured Creditors' voting through Postal Ballot are requested to carefully read the instructions printed in the enclosed Postal Ballot Form.

14. Unsecured Creditors shall fill in the requisite details and send the duly completed and signed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer or by email to the Scrutinizer at skgupta1903@gmail.com so as to reach the Scrutinizer before 05:00 p.m. on Friday, February 25, 2022. Postal Ballot Form, if sent by courier or by registered post/speed post/hand delivery at the expense of the Unsecured Creditor, will also be accepted. Any Postal Ballot Form received after the said date and time shall be treated as invalid.

15. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected by the Scrutinizer.

16. The vote on Postal Ballot cannot be exercised through proxy.

17. There will be only 1 (one) Postal Ballot Form for each Unsecured Creditor.

18. The Postal Ballot Form should be completed and signed by the Unsecured Creditors. Holder(s) of Power of Attorney ("**POA**") on behalf of an Unsecured Creditors may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of outstanding dues are owed to companies, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/authorization giving the requisite authority to the person voting on the postal ballot form.

19. The Tribunal has appointed Shri Shashi Kant Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the Postal Ballot, and ballot forms and to oversee that the meeting is conducted at the venue of the meeting in a fair and transparent manner.

20. The Scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the Unsecured Creditors of the Company through (i) postal ballot and (ii) polling paper at the venue of the meeting. The Scrutinizer's decision on the validity of the vote cast via (i) postal ballot and (iii) polling paper at the venue of the meeting shall be final.

21. The Unsecured Creditors of the Company can opt for only one mode for voting i.e. by postal ballot or voting at the venue of the meeting.

22. The Unsecured Creditors of the Company attending the meeting who have not cast their votes through postal ballot shall be entitled to exercise their votes at the venue of the meeting. Unsecured Creditors who have cast their votes through postal ballot may also attend the meeting but shall not be entitled to cast their votes again.

23. If you have any queries or issues regarding attending meeting & Voting, you can write an email to cs@genus.in or contact at +91-120-2581999.

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH
CA (CAA) No. 27/ALD of 2021

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST GENUS PRIME INFRA LIMITED AND SANSAR INFRASTRUCTURE PRIVATE LIMITED AND STAR VANIJYA PRIVATE LIMITED AND SUNIMA TRADING PRIVATE LIMITED AND GENUS POWER INFRASTRUCTURES LIMITED AND YAJUR COMMODITIES LIMITED

AND

GENUS PRIME INFRA LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L24117UP2000PLC032010 and having its registered office situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001.	)	**…. Applicant Company No. 1/ "Amalgamated Company"/ "Resulting Company"**
SANSAR INFRASTRUCTURE PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U70109UP2008PTC093173 and having its registered office situated at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh - 244001.	)	**…..Applicant Company No. 2/ "Amalgamating Company 1"**
STAR VANIJYA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51109UP2008PTC093817 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)	**…..Applicant Company No. 3/ "Amalgamating Company 2"**
SUNIMA TRADING PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51909UP2008PTC093671 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)	**…..Applicant Company No. 4/ "Amalgamating Company 3"**
GENUS POWER INFRASTRUCTURES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L51909UP1992PLC051997 and having its registered office situated at G-123, Sector-63, Noida, Uttar Pradesh – 201307.	)	**…..Applicant Company No. 5/"Demerged Company"**
YAJUR COMMODITIES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51395UP2007PLC110438 and having its registered office situated at G-123, Sector-63 Noida, Uttar Pradesh – 201307.	)	**…..Applicant Company No. 6/ "Amalgamating Company 4"**

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES") TO THE NOTICE OF THE MEETING OF UNSECURED CREDITORS OF GENUS POWER INFRASTRUCTURES LIMITED, DEMERGED COMPANY, CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH ("TRIBUNAL") DATED DECEMBER 08, 2021 ("TRIBUNAL ORDER")

1. Pursuant to the Tribunal Order, meeting of the Unsecured Creditors of Genus Power Infrastructures Limited is being convened and held at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh — 244001 for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement amongst Genus Prime Infra Limited ("**Amalgamated Company**" or "**Resulting Company**") and Sansar Infrastructure Private Limited ("**Amalgamating Company 1**") and Star Vanijya Private Limited ("**Amalgamating Company 2**") and Sunima Trading Private Limited ("**Amalgamating Company 3**") and Genus Power Infrastructures Limited ("**Company**" or "**Demerged Company**") and Yajur Commodities Limited ("**Amalgamating Company 4**") and their respective shareholders and creditors ("**Scheme**" or "**the Scheme**" or "**Scheme of Arrangement**") under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") (including any statutory modification or re-enactment or amendment thereof) read with the Rules thereunder.

2. A copy of the Scheme setting out in detail terms and conditions of the Scheme, inter-alia, providing for the proposed Scheme of Arrangement is attached to the Explanatory Statement and forms part of this Statement as **Annexure - I**. Capital terms not defined herein and used in the Notice and this Explanatory Statement shall have the same meaning as ascribed to them in the Scheme.

3. **Background of Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company"):**

   i. Genus Prime Infra Limited (hereinafter called 'Amalgamated Company' or 'Resulting Company') (Erstwhile known as Gulshan Chemfill Limited) was incorporated on October 20, 2000 under the Companies Act, 1956 having its Registered Office at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001 and e-mail id – cs.genusprime@gmail.com. The Amalgamated Company/Resulting Company changed its name from "Gulshan Chemfill Limited" to "Genus Prime Infra Limited" which was approved by ROC, vide a Fresh Certificate of Incorporation issued consequent upon change in name on March 3, 2008. The equity shares of Amalgamated Company/Resulting Company are listed on the BSE Limited (hereinafter called '**BSE**'). The Corporate Identity Number of Amalgamated Company/Resulting Company is L24117UP2000PLC032010 and the Permanent Account Number of the Amalgamated Company/Resulting Company is AABCG3955E.

   ii. The Amalgamated Company/Resulting Company is engaged in the business of build, construct, alter, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, roads, railways and other related infrastructural work.

   iii. The share capital structure of the Amalgamated Company/Resulting Company as on September 30, 2021 is as under:

Authorized Share Capital	Amount-(in-Rs.)
3,00,00,000 equity shares of Rs. 2/- each	6,00,00,000
3,00,000 0% Redeemable preference shares of Rs. 100/ each	3,00,00,000
Total	**9,00,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount-(in-Rs.)**
1,49,26,440 equity shares of Rs. 2/- each	2,98,52,880
1,00,000 0% Redeemable Preference Shares of Rs. 100/ each	1,00,00,000
Total	**3,98,52,880**

iv. Standalone audited financial results of the Amalgamated Company/Resulting Company for the year ended March 31, 2021 along with the supplementary accounting statements (provisional) of the Amalgamated Company/Resulting Company as on September 30, 2021 are attached collectively hereto as **Annexure – XIX**.

v. The main objects of the Amalgamated Company/Resulting Company are set out in its Memorandum of Association. The same are extracted as under:

"*1. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, go-downs, mills, ships, machinery, engines, water-works, gasworks, bridges, dams, wharves, reservoirs, roads, tramways, railways, branches or sidings, electric power, heat and light supply work, telephone works, Airports, Shipyards, hotels, clubs, restaurants, shopping complexes, shopping malls, places of worship, places of amusements, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences and infrastructures, which the company may think directly or indirectly conducive to the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any person or company doing any of these things or otherwise deal in real estate sector.*

2. To purchase, acquire and hold with absolute or limited rights in India or abroad, or on lease/hire or otherwise and to erect, construct, repair and maintain land, building, colonies, houses, factories, commercial development of land, mills, go-downs, sheds and to sell, buy, exchange, barter, let or otherwise deal in land, buildings and other properties.

3. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any hospitality comprising of hotels, restaurants, resorts etc. and health case activities comprising of providing of health care services in organized or unorganized sector or in collaboration with others all medical and health related services or other related activities, which the company may think directly or indirectly conducive to the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company doing any of these things or otherwise deal in this sector in India or abroad.

4. To design, invent, assemble, manufacture, buy, sell, lease, import, export, conduct research, impart training, develop, maintain, repair, hire, let on hire, to let out the land & building, alter, design, distribute, provide services, including consultancy or otherwise deal in Telecom Hard-wares, Telecom soft-wares, telecommunication equipments, telephone equipment and their components *including valves, transistors, micro-motors,, resistors, condensers, coils magnetic heads, with their parts, accessories and fittings in India or abroad.*

5. To design, invent, assemble, manufacture, buy, sell, lease, import, export, conduct research, impart training, develop, maintain, repair, hire, let on hire, to let out the land & building, alter, design, distribute, provide services (including consultancy) and or otherwise deal in Power equipments, Power transmission, Power Transformer, Power Infrastructure, electric cables or otherwise deal in Power Sector in India or abroad.

6. To carry on the business in India or abroad of Information Technology (IT), Information Technology Enabled Services (ITES), providing, taking or otherwise dealing, training, educating, imparting knowledge, consultancy in computer software, hardware including the business of data entry, programming, processing, developing, Importing/Exporting/Initiating of software data, records, information, developing the module whether technical or otherwise, to carry on the business of the services of call centres, back office processing, Embedded Software business, Smart Card, ADP, Outsourcing including Business Process Outsourcing (BPO) and Knowledge Process Outsourcing (KPO), Communication & Networking, Media & Entertainment (including TV Channel) TV serial development, distribution or otherwise dealing in entertainment and media business, Web Development Services, purchase or sell of websites, website developments & designing including development of dot com business, chat shows, Medical Transcription, On-site services etc. or any other related or allied business, services directly or indirectly.

7. To carry on the business of engineers, developers, manufacturers, importer, exporter, buy, sell, agent, distributor or otherwise deal in all kinds of electronic goods, electronic equipment and equipments operated electronically in India or abroad.

8. To undertake mining operation such as reconnaissance, prospecting, exploration, development & exploration and other related activities like transshipment of minerals by road, pipeline etc. of various minerals and fossil fuels including iron ore, coal, petroleum and gas and to deploy all the necessary equipments and technologies for effective exploration of all kinds of minerals & fossil fuels."

4. Background of Sansar Infrastructure Private Limited ("Amalgamating Company 1"):

i. Sansar Infrastructure Private Limited (hereinafter Called 'Amalgamating Company 1') was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh- 244001 and e-mail id - cs@genuspaper.com. Amalgamating Company 1 shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 1 is U70109UP2008PTC093173 and the Permanent Account Number is AALCS8861R.

ii. The Amalgamating Company 1 is a wholly owned subsidiary of the Amalgamated Company and is engaged in infrastructure business.

iii. The share capital structure of the Amalgamating Company 1 as on September 30, 2021 is as under:

Authorized Share Capital	Amount (in Rs.)
3,40,000 equity shares of Rs. 10/- each	34,00,000
Total	**34,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount (in Rs.)**
3,30,600 equity shares of Rs. 10/- each	33,06,000
Total	**33,06,000**

iv. Standalone audited financial results of the Amalgamating Company 1 for the half year ended September 30, 2021 is attached hereto as **Annexure – XX**.

v. The main objects of the Amalgamating Company 1 are set out in its Memorandum of Association. The same are extracted as under:

"*1. To carry on the business to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, land banking, integrated township, township complex, land plotting and marketing, building and hereditaments of any tenure or description including agricultural, land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein and any right over or connected with land and buildings so situates or to turn the same to account as my seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining hotels, rooms, flats, multiplex entertainment centres, multiplex complexes, shopping malls, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, play grounds, buildings, work and conveniences of all kinds of leasing, hiring or disposing of the same to manage land, building, and other properties whether belonging to the Company or not, and to collect rents and income, and to supple tenants and occupiers and other refreshments, attendance, light, waiting rooms, meeting rooms, electric conveniences and other advantages.*

2. To carry on real estate business and construction business acquire by purchase lease exchange, invest deal hire or otherwise act as brokers and agents, develop or operate land, buildings and hereditaments of any tenure or description and any estate or interest therein, and any right over to or connected by land buildings so situated and develop or to run the same to account as may seem expedients and in particular by preparing building sites and purchase and sale of lands and/or buildings and owing, buying, selling, hiring, letting, sub-letting, maintaining, allotting, transferring, allotment, administering, dividing and sub-dividing holding and by construction, re-constructing, altering improving, decorating, furnishing and maintaining hotels, rooms, inns, flats, houses, apartments, restaurants, cinema houses, markets, shops, workshops, mills, factories, warehouses, cold storages, whaves, godowns, offices, safe deposits vault, hostels, gardens, swimming pools, playgrounds, buildings, immovable property of any kind worlds and conveniences of all kinds and by leasing, hiring, letting or disposing of the same and to act as brokers and commission agents in real estate business and to act as a general contractor, consultancy job, sub contractors and to do any construction, manufacturing, building, road making, engineering and all other kinds and description whatsoever for any person, firm, AOP, society, company, public body, government, army, navy, railway etc. by the Company itself or in partnership at will. Such company or individuals or persons as may be thought fit by the directors."

5. **Background of Star Vanijya Private Limited ("Amalgamating Company 2"):**

i. Star Vanijya Private Limited (hereinafter called '**Amalgamating Company 2**') was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001 and e-mail id - cs@genuspaper.com. Amalgamating Company 2 shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 2 is U51109UP2008PTC093817 and the Permanent Account Number is AALCS8863P.

ii. The Amalgamating Company 2 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business.

iii. The share capital structure of the Amalgamating Company 2 as on September 30, 2021 is as under:

Authorized Share Capital	**Amount (inRs.)**
3,80,000 equity shares of Rs. 10/- each	38,00,000
Total	**38,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount (in Rs.)**
3,76,800 equity shares of Rs. 10/- each	37,68,000
Total	**37,68,000**

iv. Standalone audited financial results of the Amalgamating Company 2 for the half year ended September 30, 2021 is attached hereto as **Annexure – XXI**.

v. The main objects of the Amalgamating Company 2 are set out in its Memorandum of Association. The same are extracted as under:

"*1. To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers, multi level marketing of and in all kinds of wood, timber and timber products, gems and jewellery, imitation jewellery, plastics and plastic goods & raw materials thereof, rubberised cloth food grains, dairy products, soap detergents, biscuits, surgical, diagnostic medical pulses, leather & finished leather goods, leather garments, leather products. All related items in leather, electric and electronic components and goods, iron & steel aluminium, minerals, ferrous and non-ferrous metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk, yam, wool and woollen goods, handicrafts and silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, timber cosmetics, stationary, tools and hardware and sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grains, factory materials, house equipments, rubber and rubber products, coal, coal products and coaltar, fertilizers, agricultural products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, edible and non-edible oils and fats, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials fur & fur made items toys, building plans, consumer products, consumer durables , coal and coke mica and mica products, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India or elsewhere, letting and sub-letting of owned, rented and lease properties and to acquire, purchase on lease and run any hotel and restaurant.*"

6. **Background of Sunima Trading Private Limited ("Amalgamating Company 3"):**

i. Sunima Trading Private Limited (hereinafter called 'Amalgamating Company 3') was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001 and e-mail id - cs@genuspaper.com. Amalgamating Company 3 shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 3 is U51909UP2008PTC093671 and the Permanent Account Number is AALCS8858E.

ii. The Amalgamating Company 3 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business.

iii. The share capital structure of the Amalgamating Company 3 as on September 30, 2021 is as under:

Authorized Share Capital	**Amount (in Rs.)**
3,50,000 equity shares of Rs. 10/- each	35,00,000
Total	**35,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount (in Rs.)**
3,40,000 equity shares of Rs. 10/- each	34,00,000
Total	**34,00,000**

iv. Standalone audited financial results of the Amalgamating Company 3 for the half year ended September 30, 2021 is attached hereto as **Annexure – XXII**.

v. The main objects of the Amalgamating Company 3 are set out in its Memorandum of Association. The same are extracted as under:

"*1. To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers, multi level marketing of & in all kinds of wood, timber and timber products, gems and jewellery, imitation jewellery, plastics and plastics goods & raw materials thereof, rubberised cloth, food grains, dairy products, soap detergents, biscuits, surgical, diagnostic, medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather, electric and electronic components and goods, iron & steel aluminium, minerals ferrous and non-ferrous metal, stainless steel, jute and jute products, textile cotton, synthetic, fibre, silk, yarn wool and woollen goods, handicrafts and silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, timber cosmetics, stationary, tools and hardware and sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grains, factory materials, house equipments, rubber and rubber products, coal, coal products and coaltar, fertilizers, agricultural products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, edible and non-edible oils and fats, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials fur & fur made items toys, building plans, consumer products, consumer durables , coal and coke mica and mica products, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and* *articles of consumption of all kinds in India or elsewhere, letting and sub-letting of owned, rented and lease properties and to acquire, purchase on lease and run any hotel and restaurant.*"

7. Background of Genus Power Infrastructures Limited ("Demerged Company" or "Company"):

i. Genus Power Infrastructures Limited (hereinafter called 'Company' or 'Demerged Company') (Erstwhile known as Genus Overseas Electronics Limited) was incorporated on August 6, 1992 under the Companies Act, 1956 having its Registered Office at G-123, Sector-63, Noida, Uttar Pradesh – 201307 and e-mail id – cs@genus.in. Demerged Company changed its name from "Genus Overseas Electronics Limited" to "Genus Power Infrastructures Limited" which was approved by ROC, vide a Fresh Certificate of Incorporation issued consequent upon change in name on March 31, 2007. The equity shares of Demerged Company are listed on BSE and NSE. The Corporate Identity Number of Demerged Company is L51909UP1992PLC051997 and the Permanent Account Number of the Demerged Company is AACCG1218P.

ii. The Demerged Company is engaged in the business of (a) manufacturing and providing metering and metering solutions and undertaking 'Engineering, Construction and Contracts' on turnkey basis (core business division) through itself and (b) making strategic investment activity, where under investments are made in shares and securities basis a thorough and systematic evaluation by the company and the management on a going concern basis with dedicated personnel and technical staff.

iii. The share capital structure of the Demerged Company as on September 30, 2021 is as under:

Authorized Share Capital	**Amount (in Rs.)**
631,600,000 equity shares of Re. 1/- each	63,16,00,000
504,000, 10% Redeemable preference shares of Rs.100/-each	5,04,00,000
15,00,000 preference shares of Rs.100/- each	15,00,00,000
Total	**83,20,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount (in Rs.)**
25,74,66,752 equity shares of Re. 1/- each	25,74,66,752
Total	**25,74,66,752**

iv. Standalone audited financial results of the Demerged Company for the year ended March 31, 2021 along with the supplementary accounting statements (provisional) of the Demerged Company as on September 30, 2021 are collectively attached hereto as **Annexure – XXIII**.

v. The main objects of the Demerged Company are set out in its Memorandum of Association. The same are extracted as under:

"*1. To carry in India or elsewhere the business to manufacture, contract manufacture, produce, assemble, alter, acquire, build, convert, commercialize, design, develop, display, demonstrate, equip, fabricate, repair, maintain, modify, market, machine, recondition, remodel, import, export, buy, sell, resell, research and to act as agent, supplier, contractors, consultants, engineers, collaborators, or otherwise to deal in all types of electrical, electronic, mechanical magnetic, electro-magnetic, optical, hydraulic, pneumatic items, instruments, equipments, plants machines, computer based industrial electronics, consumer based electronics and equipments, goods and appliances such as electric and* *electronic meters (such as electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, DIN meters, street light management solutions, DCU (Data Concentrator Unit), Gateways, power quality meters, reference meters, meter reading instruments, Hand held unit (HHU), Softwares such as MDAS (Meter Data Acquisition System), HES (Head End System), MDMS (Meter Data Management System), Dash Board, mobile apps for smart energy meter, meter billing & collection services, testing & measurement services, ABT meters, all types of Metering Enclosures, CTs (Current Transformers), electronic controls, MPTT charge controllers, high voltage distribution systems (HVDS), low voltage distribution systems (LVDS), micro processors, based control, micro processors based control panels, modems, invertors, solar inverters, UPS, transformers, poles (electric and electronic), solar wafers, solar cells, solar modules, fuel cells, e-bikes, switchgears, telephones, electronic digital products software, metering software, billing software, display devices, communication equipments, generating sets, batteries, battery chargers, CVT, stabilizers, engines, digital signature receivers, hardware components, accessories, tools, their by-products and computers and their attachments and accessories, spares thereof and engineering products, wireless equipments and systems, Assembled printed circuits boards (PCB), Switch Assemblies, Hybrid micro circuits (HMC).*

2. To construct, laydown, establish, promote, erect, build, install, commission, carry out and run all necessary power sub-stations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity to participating industries, State Electricity Boards and other Boards for industrial, commercial, domestic, public and other purposes and also to provide regular services for repairing and maintenance of all distribution and supply lines on turn-key basis or otherwise.

3. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches/offices at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future including to acquire licenses, concessions or facilities from government authorities for aforesaid activities."

8. Background of Yajur Commodities Limited ("Amalgamating Company 4"):

i. Yajur Commodities Limited (hereinafter called 'Amalgamating Company 4') (Erstwhile known as Virtuous Urja Limited) was incorporated on April 19, 2007 under the Companies Act, 1956 having its Registered Office at G-123, Sector-63 Noida, Uttar Pradesh – 201307 and e-mail id – cs@yajurcom.com. The Corporate Identity Number of Amalgamating Company 4 is U51395UP2007PLC110438 and the Permanent Account Number of the Amalgamating Company 4 is AACCG8485G.

ii. The Amalgamating Company 4 is engaged in the business of trading of Coke and Coal.

iii. The share capital structure of the Amalgamating Company 4 as on September 30, 2021 is as under:

Authorized Share Capital	**Amount (in Rs.)**
3,20,00,000 equity shares of Rs. 10/- each	32,00,00,000
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00,000
10,00,000, Redeemable Preference shares of Rs. 100/- each	10,00,00,000
25,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	25,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,31,00,00,000**
Issued, Subscribed and Paid-up Share Capital	**Amount (in Rs.)**
3,12,93,104 equity shares of Rs. 10/- each	31,29,31,040
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00,000
9,18,000, Redeemable Preference shares of Rs. 100/- each	9,18,00,000
22,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	22,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,26,47,31,040**

iv. Standalone audited financial results of the Amalgamating Company 4 for the half year ended September 30, 2021 is attached hereto as **Annexure – XXIV**.

v. The main objects of the Amalgamating Company 4 are set out in its Memorandum of Association. The same are extracted as under:

"*1. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, promote, handle, protect, supply and to act as agent, broker, representative, investor, consultant, collaborator, or otherwise to deal in electric power in all its branches/offices at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydroelectric power plants, wind power plants, solar power plants and other permissible power plants based on any source of energy as may be developed or invented in future and to do all incidental acts and thing necessary for the attainment of the foregoing objects*

2. To promote & establish companies, funds, associations, partnership or joint ventures in the area of power generation, transmission and distribution or any combination thereof and for execution of undertakings, works, projects, or enterprises in the power sector in India or elsewhere and to make investments in shares, securities in such companies and/or to enter into joint venture/partnership with such companies carrying on the abovementioned activities.

3. To acquire licenses, concessions or facilities from Electricity Boards, government, semi government or local authorities for generation, distribution, production, transmission or use or electric power and to take over alongwith all movable and immovable properties, the existing facilities on mutually agreed terms from aforesaid authorities and to do all incidental acts and thing necessary for the attainment of the foregoing objects.

4. To construct, laydown, establish, promote, erect, build, install, commission, carry out and run all necessary power sub-stations, workshops, repair shops, wores, cables, transmission lines, accumulators, street lights, for the purpose of conservation, distribution and supply of electricity to participating industries, State electricity Boards and other Boards for industrial, commercial, domestic, public, and other purposes and also to provide regular services for repairing and maintenance of all distribution and supply lines and to do all incidental acts and thing necessary for the attainment of the foregoing objects.

5. To carry on business as producers, importers, buyers, sellers, distributors, stockist agents and brokers of coal, coke, charcoal, petroleum coke and to draw out manufacture and deal in coaltar, canlion products and such other bye products as may be possible and to utilize waste gases for industrial uses and purpose.

6. To carry on the business as cultivators, growers, processors, producers, manufacturers, distributors, traders, stockists, importers, exporters and dealers of guargum, guargum powder, and its derivatives and also to deal in or manufacture any other articles or things of a character similar or analogous to the forgoing or any of them or connected therewith."

9. RATIONALE FOR THE SCHEME

The Rationale for the Scheme, as also its benefits, are as follows:

A. The amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 into the Amalgamated Company shall provide the following benefits:

Since, the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are wholly-owned subsidiary(ies) of the Amalgamated Company, the Amalgamation contemplated in the present Scheme will ensure optimized legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings, hence the Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the companies which are, inter alia, as follows:

(i) The amalgamation will enable consolidation of the business and operations of Amalgamating Companies with the Amalgamated Company which will provide significant impetus to growth by permitting pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner.

(ii) The amalgamation will enable the Amalgamated Company to effect internal economies and optimize profitability as also to reduce administrative inefficiencies by reducing duplication of functions.

(iii) The amalgamation will result in the establishment of a larger company with more capable resources and a greater capacity to raise funds for expansion.

B. The demerger of the Demerged Undertaking (as defined in the Scheme) of the Demerged Company into the Resulting Company shall provide the following benefits:

The Demerged Company is engaged in the following businesses, each being distinct and independent business divisions:

(i) Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity ("**Core Business Division**");
(ii) Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, etc. ("**Investment Business Division**").

Given that each of the activities carried out by Demerged Company is distinct and diverse in its business characteristics, growth trajectories, nature of risks and competition which therefore requires attribution of dissimilar technical and managerial focus. Considering this the Company has put in place for its Investment Business Division, a management structure to dynamically review, evaluate and forecast developments in the invested sectors and to monitor the performance and improve returns from such specialized investments.

With a view to concentrate the growth efforts focused on the core business activity using strategies optimal to the nature and return profile of the division, the management of the Demerged Company proposes to demerge its interests in the Investment Business Division on a going concern basis, and vest the same with the Resulting Company.

The transfer and vesting of the Demerged Undertaking in the Resulting Company, shall be in the larger interest of the shareholders, creditors and employees of the Demerged Company and shall be in the interest of future growth of the Resulting Company. The transfer and vesting shall achieve the following benefits for the Demerged Company and the Resulting Company:

(i) The demerger will enable the Demerged Company to focus and enhance its Core business performance by streamlining operations and cutting costs;
(ii) The demerger will enable focused management orientation to each of the business undertaking(s) due to individual specialization and leadership vision, which would provide greater visibility on the performance of the said businesses;
(iii) The demerger will enable attribution of appropriate risk and valuation to different business undertakings based on their respective risk return profile and cash flows;
(iv) The demerger will enable opportunities for strategic partnership and flexibility of fundraising capability for future growth and expansion and to create a structure geared to take advantage of growth opportunities.

C. The amalgamation of the Amalgamating Company 4 into the Amalgamated Company would result inter alia in the following benefits:

(i) Streamlining of the corporate structure and consolidation of the assets and liabilities of the Amalgamating Company 4 into the Amalgamated Company;
(ii) More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity;
(iii) Enabling pooling of resource of the company involved in the amalgamation to their common advantage, resulting in more productive utilization of such resources, operational efficiencies which would be beneficial for all stakeholders;
(iv) Reduction in administrative and procedural work and eliminate duplication of work and regulatory compliances and will enable the company concerned to effect internal economies and optimize productivity;

(v) The amalgamation will result in the establishment of a larger company with more capable resources, a sufficient capital base and a greater capacity to raise funds for expansion, modernization and development of the businesses of the company concerned.

The Scheme shall be in the beneficial interest of the shareholders and creditors of the companies. The Scheme shall not be in any manner prejudicial to the interest of the concerned members, creditors, employees or general public at large.

10. SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT

The salient features of the Scheme of Arrangement are as under:

10.1. <u>AMALGAMATION OF THE AMALGAMATING COMPANY 1, AMALGAMATING COMPANY 2 AND AMALGAMATING COMPANY 3 WITH THE AMALGAMATED COMPANY</u>

(i) Upon the Effective Date and with effect from the Appointed Date 1 as provided in the Part II of the Scheme, the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 1 as provided in the Part II, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

(ii) Further, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of Amalgamating Companies with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and entire paid up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company.

(iii) Upon the Effective Date and with effect from the Appointed Date 1, all Assets of the Amalgamating Companies, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company (to the extent permissible under Applicable Law).

(iv) Upon the Effective Date and with effect from the Appointed Date 1, all Liabilities of the Amalgamating Companies shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to the Amalgamated Company so as to become from the Appointed Date 1, the Liabilities of the Amalgamating Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same.

(v) Upon the Effective Date and with effect from the Appointed Date 1 and subject to the provisions of this Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to the Amalgamating Companies and to which the Amalgamating Companies, as applicable, are a party or to the benefit of which the Amalgamating Companies, as applicable, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of the Amalgamated

Company and may be enforced as fully and effectually as if, instead of the Amalgamating Companies, as applicable, the Amalgamated Company has been a party or beneficiary or obligee thereto or there under, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

(vi) Upon this Scheme becoming effective, the respective employees of the Amalgamating Companies as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Companies on the Effective Date.

(vii) Upon this Scheme becoming effective, legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating Companies, whether pending on the Appointed Date 1, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date 1) and in each case relating to the Amalgamating Companies ("Amalgamating Company Proceeding(s)") shall be continued and enforced by or against the Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.

(viii) If any Amalgamating Company Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Companies, as applicable, as if this Scheme had not been made.

(ix) Upon the Effective Date and with effect from the Appointed Date 1, all taxes and duties payable by the Amalgamating Companies (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to the Amalgamating Companies, from the Appointed Date 1 onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of the Amalgamated Company.

(x) Upon this Scheme becoming effective, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Companies are entitled to, shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

(xi) All the expenses incurred by the Amalgamating Companies and the Amalgamated Company in relation to the amalgamation of the Amalgamating Companies with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.

(xii) Any refund under the tax laws due to the Amalgamating Companies consequent to the assessments made on the Amalgamating Companies, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall belong to and be received by the Amalgamated Company.

(xiii) The Amalgamating Companies may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Companies, as applicable, shall stand transferred to and vested in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by the Amalgamated Company.

(xiv) The transfer of Assets and Liabilities to, and the continuance of proceedings by or against, the Amalgamated Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Amalgamating Companies on or before the Appointed Date 1 and after the Appointed Date 1, till the effectiveness of this Scheme to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Companies in respect thereto as done and executed on behalf of itself.

(xv) Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Companies in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Companies shall stand transferred from the authorized share capital of the Amalgamating Companies to the authorized share capital of the Amalgamated Company and for this purpose the stamp duties and fees paid on the authorized share capital of Amalgamating Companies shall be utilized and applied to the increased authorized share capital of Amalgamated Company and no payment of any additional stamp duty and / or fee shall be payable by Amalgamated Company for increase in the authorized share capital to that extent.

10.2. DEMERGER OF DEMERGED UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

(i) Upon the Effective Date as referred in the Scheme and with effect from the Appointed Date 1, the Demerged Undertaking of the Demerged Company shall stand demerged and be transferred and vested in the Resulting Company on a going concern basis without any requirement of any further act, instrument or deed so as to become as and from the Appointed Date 1, the undertaking of the Resulting Company, and to vest in the Resulting Company, all the Assets, Intellectual Property, Liabilities, rights, title, interest or obligations of the Demerged Undertaking therein.

(ii) Upon the Effective Date and with effect from the Appointed Date 1, all Assets pertaining to the Demerged Undertaking that are movable in nature or are intangible in nature, as identified and applicable or are otherwise capable of transfer by manual or constructive delivery or by endorsement and delivery, shall stand transferred to and vested in the Resulting Company and shall become the property and an integral part of the Resulting Company (to the extent permissible under Applicable Law) without any further act, instrument or deed.

(iii) Upon the Effective Date and with effect from the Appointed Date 1, all liabilities relating to the Demerged Undertaking (more particularly described in Clause 1.3 of Part III of the Scheme) shall stand transferred, or be deemed to have been transferred to the Resulting Company so as to become from the Appointed Date 1, the Liabilities of the Resulting Company and the Resulting Company undertakes to meet, discharge and satisfy the same.

(iv) Upon the Effective Date and with effect from the Appointed Date 1 and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements entered into with various persons arrangements and other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or have effect immediately before the effectiveness of this Scheme, shall continue in full force and effect on or against or in favour of, as the case may be, the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto or there under.

(v) All governmental approvals and other consents, registrations, permissions, quotas, rights, authorisations, scrips, entitlements, no-objection certificates and licenses, approvals, including those relating to tenancies, privileges, powers and facilities of every kind and description of whatsoever nature, to which the Demerged Company is a party or to the benefit of which the Demerged Company may be entitled to use and which may be required to carry on the operations of the Demerged Undertaking, and which are subsisting or in effect immediately prior to the effectiveness of this Scheme, shall be, and remain, in full force and effect in favour of the Resulting Company and may be enforced as fully and effectually as if, the Resulting Company had been a party, a beneficiary or an obligee thereto.

(vi) The Resulting Company shall be entitled to undertake and carry out the business pertaining to the Demerged Undertaking pursuant to the effectiveness of this Scheme on its own account, pending the transfer of any approvals and other consents, permissions, registrations, quotas, rights, authorisations, entitlements, no-objection certificates and licenses, privileges, powers and facilities of every kind and description, that may be required under Applicable Law in the name of the Resulting Company and would be entitled to make any applications, requests and the like in this regard.

(vii) Upon this Scheme becoming effective, the employees of the Demerged Undertaking as on the Effective Date, if any, shall be deemed to have become employees of the Resulting Company, without any interruption of service and on the basis of continuity of service and on the same terms and conditions as those applicable to them with reference to the Demerged Company as on the Effective Date. The services of such employees, if any, with the Demerged

Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, may be eligible under Applicable Law.

(viii) Upon this Scheme becoming effective, legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against the Demerged Company, whether pending on the Appointed Date 1, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date 1) and in each case relating to the Demerged Undertaking ("Demerger Proceeding(s)") shall be continued and enforced by or against the Resulting Company after the Effective Date, to the extent legally permissible. To the extent such Demerger Proceedings cannot be taken over by the Resulting Company, such proceedings shall be pursued by the Demerged Company as per the instructions of and entirely at the costs and expenses of the Resulting Company.

(ix) Upon the Effective Date and with effect from the Appointed Date 1, all taxes and duties payable by the Demerged Company (including under the Income Tax Act, 1961 Customs Act, 1962, Central Excise Act, 1944, state sales tax laws, Central Sales Tax Act, 1956, value added tax/ sales tax, service tax, goods and services tax laws, foreign trade policy and all other Applicable Laws), accruing and relating to the Demerged Undertaking from the Appointed Date 1 onwards, including but not limited to tax deducted at source, tax credits, advance taxes and deposits, minimum alternate tax credits, any refund and claims shall, for all purposes, be treated as tax deducted at source or refunds and claims, advance taxes and deposits, minimum alternate tax credits, as the case may be, of the Resulting Company.

(x) Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, service tax, goods and services tax etc. relating to the Demerged Undertaking to which the Demerged Company is entitled to shall be available to and vest in the Resulting Company, without any requirement of any further act or deed.

(xi) Upon the Effective Date, the Demerged Company and the Resulting Company are permitted to revise and file their respective income tax returns, withholding tax returns, including tax deducted at source certificates, sales tax/value added tax returns, service tax returns, GST returns and other tax returns for the period commencing on and from the Appointed Date 1, and to claim refunds/credits, pursuant to the provisions of this Scheme.

(xii) Any refund under the tax laws due to the Demerged Company pertaining to the Demerged Undertaking consequent to the assessments made on the Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall belong to and be received by the Resulting Company.

(xiii) The transfer of assets and liabilities to, and the continuance of proceedings by or against, the Resulting Company as envisaged in this Part III shall not affect any transaction or proceedings already concluded by the Demerged Company on or before the Appointed Date 1 and after the Appointed Date 1 till the effectiveness of this Scheme, to the end and intent that the

Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in respect thereto as done and executed on behalf of itself.

10.3. **AMALGAMATION OF THE AMALGAMATING COMPANY 4 WITH THE AMALGAMATED COMPANY**

(i) Upon the Effective Date and with effect from the Appointed Date 2 as provided in the Part IV of the Scheme, the Amalgamating Company 4 shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 2 as provided in the Part IV, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

(ii) Further, the Amalgamated Company shall, without any further act or deed, issue and allot shares for transfer of Amalgamating Company 4 into the Amalgamated Company.

(iii) Upon the Effective Date and with effect from the Appointed Date 2, all Assets of the Amalgamating Company 4, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in the Amalgamated Company and shall become the property and an integral part of the Amalgamated Company (to the extent permissible under Applicable Law).

(iv) Upon the Effective Date and with effect from the Appointed Date 2, all Liabilities of the Amalgamating Company 4 shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to the Amalgamated Company so as to become from the Appointed Date 2, the Liabilities of the Amalgamating Company and the Amalgamated Company undertakes to meet, discharge and satisfy the same.

(v) Upon the Effective Date and with effect from the Appointed Date 2 and subject to the provisions of this Scheme, all contracts, deeds, bonds, lease deeds, agreements entered into with various persons, arrangements and other instruments of whatsoever nature in relation to the Amalgamating Company 4 and to which the Amalgamating Company 4, as applicable, are a party or to the benefit of which the Amalgamating Company 4, as applicable, may be eligible, and which are subsisting or have effect as on the Effective Date, shall continue in full force and effect on or against or in favour of, as the case may be, of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company 4, as applicable, the Amalgamated Company has been a party or beneficiary or obligee thereto or there under, in all cases subject to the terms and provisions of such contracts, deeds, bonds, lease deeds, agreements, arrangements or instruments.

(vi) Upon this Scheme becoming effective, the respective employees of the Amalgamating Company 4 as on the Effective Date, if any, shall be deemed to have become employees of the Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Company 4 on the Effective Date.

(vii) Upon this Scheme becoming effective, legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating

Company 4, whether pending on the Appointed Date 2, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date 2) and in each case relating to the Amalgamating Company 4 ("Amalgamating Company Proceeding(s)") shall be continued and enforced by or against the Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.

(viii) If any Amalgamating Company Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Company 4, as applicable, as if this Scheme had not been made.

(ix) Upon the Effective Date and with effect from the Appointed Date 2, all taxes and duties payable by the Amalgamating Company 4 (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to the Amalgamating Company 4, from the Appointed Date 2 onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of the Amalgamated Company.

(x) Upon this Scheme becoming effective, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Company 4 are entitled to, shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

(xi) All the expenses incurred by the Amalgamating Company 4 and the Amalgamated Company in relation to the amalgamation of the Amalgamating Company 4 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.

(xii) Any refund under the tax laws due to the Amalgamating Company 4 consequent to the assessments made on the Amalgamating Company 4, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 2 shall belong to and be received by the Amalgamated Company.

(xiii) The Amalgamating Company 4 may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Company 4, as applicable, shall stand transferred to and vested in the Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by the Amalgamated Company.

(xiv) The transfer of assets and liabilities to, and the continuance of proceedings by or against, the Amalgamated Company as envisaged in this Scheme shall not affect any transaction or proceedings already concluded by the Amalgamating Company 4 on or before the effectiveness of this Scheme to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 4 in respect thereto as done and executed on behalf of itself.

(xv) Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Company 4 in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Company 4 shall stand transferred from the authorized share capital of the Amalgamating Company 4 to the authorized share capital of the Amalgamated Company and for this purpose the stamp duties and fees paid on the authorized share capital of Amalgamating Company 4 shall be utilized and applied to the increased authorized share capital of Amalgamated Company and no payment of any additional stamp duty and / or fee shall be payable by Amalgamated Company for increase in the authorized share capital to that extent.

10.4. Upon the Scheme becoming effective, Clause V of the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and substituted pursuant to Section 13 and other applicable provisions of the Act, as set out below:

The Authorized Capital of the Company is Rs. 1,41,07,00,000/- (Rupees One forty-one crores, and seven lakhs only) divided into:-

i. Equity Share Capital of Rs. 39,07,00,000- consisting of 19,53,50,000 (Nineteen crores, fifty-three lakhs and fifty thousand only) Equity Shares of Rs. 2/- each.
ii. Preference Share Capital of Rs. 13,00,00,000/- consisting of 13,00,000/- (Thirteen lakhs) 0% (Zero percent) Redeemable Preference Shares of Rs. 100/- each.
iii. Preference Share Capital of Rs. 5,00,00,000/- consisting of 5,00,000/- (Five lakhs) 10% (Ten percent) Cumulative Redeemable Preference Shares of Rs. 100/- each.
iv. Preference Share Capital of Rs.25,00,00,000/- consisting of 25,00,000 /- (Twenty-five lakhs) 6% (Six percent) Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each.
v. Preference Share Capital of Rs.59,00,00,000/- consisting of 59,00,000 /- (Fifty-Nine lakhs only) 9% (Nine percent) Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each.

10.5. That the Scheme of Arrangement is not intended, in any manner, to have any beneficial effect on the material interest, if any, of the Directors of any of the Applicant Companies, except to the extent of their shareholdings, if any.

10.6. That the Scheme will not adversely affect the rights or interest of any creditor (whether secured or unsecured) of the Applicant Companies or their respective shareholders, in any manner whatsoever.

10.7. That the Scheme of Arrangement does not involve any compromise with the creditors of any of the Applicant Companies in any manner whatsoever. As such, the Scheme of Arrangement does not in any manner adversely affect the interests of any of the creditors of the Applicant Companies. Due provisions have been made for payment of all their liabilities as and when the same fall due in the usual course.

10.8. That the auditors of the Applicant Companies have not disclosed any mismanagement in its affairs.

NOTE: THE ABOVE ARE THE SALIENT FEATURES OF THE SCHEME. THE UNSECURED CREDITORS ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME ANNEXED HERETO TO GET FULLY ACQUAINTED WITH THE PROVISIONS THERETO.

11. DIRECTORS, PROMOTERS AND KEY MANAGERIAL PERSONNEL

i. The Scheme would not have any effect on the Directors or Key Managerial Personnel of the Applicant Companies. The Scheme is not intended, in any manner, to have any beneficial effect on the material interest, if any, of the Directors of the Applicant Companies, except to the extent of their shareholdings, if any.

ii. The details of the present Directors and the Key Managerial Personnel (KMPs) of the Applicant Companies and shareholding pattern are as follows:

<u>As on date, list of Promoters and Directors of the Amalgamated Company</u>

<table>
<tr><th>Sr. No.</th><th>Name</th><th>Category</th><th>Address</th></tr>
<tr><th colspan="4">Directors</th></tr>
<tr><td>1.</td><td>Mr. Dharam Chand Agarwal</td><td>Non-Executive Independent Director</td><td>29, Vidhyut Nagar-C, Vaishali Nagar, Jaipur-302021, Rajasthan</td></tr>
<tr><td>2.</td><td>Mr. Amit Agarwal</td><td>Whole Time Director & CEO</td><td>B-422, New Friends Colony, South Delhi-110025, Delhi</td></tr>
<tr><td>3.</td><td>Mr. Kamal Kant Agarwal</td><td>Non-Executive Independent Director</td><td>S-18, 19, Adinath Nagar, Opp World Trade Park, JLN Marg, Malviya Nagar, Jaipur-302017, Rajasthan</td></tr>
<tr><td>4.</td><td>Mr. Udit Agarwal</td><td>Non-Executive Independent Director</td><td>Z-16, 17, 18, Deen Dayal Nagar, Phase-2, Moradabad-244001, Uttar Pradesh</td></tr>
<tr><td>5.</td><td>Mrs. Simple Agarwal</td><td>Non-Executive Non Independent Director</td><td>B-422, New Friends Colony, South Delhi-110025, Delhi</td></tr>
<tr><th>Sr. No.</th><th>Name</th><th colspan="2">Address</th></tr>
<tr><th colspan="4">Promoters</th></tr>
<tr><td>1.</td><td>Mr. Jitendra Agarwal</td><td colspan="2">A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India</td></tr>
<tr><td>2.</td><td>Mr. Rajendra Agarwal</td><td colspan="2">12, Dwarkapuri, Jamanalal Bajaj Marg, C –Scheme, Jaipur-302001, Rajasthan, India</td></tr>
<tr><td>3.</td><td>Mr. Amit Kumar Agarwal</td><td colspan="2">B-422, New Friends Colony, South Delhi-110025, Delhi</td></tr>
</table>

As on date, list of Promoters and Directors of the Amalgamating Company 1

Sr. No.	Name	Category	Address
Directors			
1.	Smt. Sharda Devi Todi	Director	216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, Uttar Pradesh
2.	Mr. Kamal Kant Agarwal	Director	S-18, 19, Adinath Nagar, Opp World Trade Park, JLN Marg, Malviya Nagar, Jaipur-302017, Rajasthan
3.	Mr. Banwari Lal Todi	Director	B-10, Madhur Green Villa, Parampara Colony, Ram Ganga Vihar, Phase-2, Moradabad-244001, Uttar Pradesh

Sr. No.	Name	Address
Promoters		
1.	Genus Prime Infra Limited	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad UP- 244001

As on date, list of Promoters and Directors of the Amalgamating Company 2

Sr. No.	Name	Category	Address
Directors			
1.	Smt. Sharda Devi Todi	Director	216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, Uttar Pradesh
2.	Mr. Banwari Lal Todi	Director	B-10, Madhur Green Villa, Parampara Colony, Ram Ganga Vihar, Phase-2, Moradabad-244001, Uttar Pradesh
3.	Mr. Udit Agarwal	Director	Z-16, 17, 18, Deen Dayal Nagar, Phase-2, Moradabad-244001, Uttar Pradesh

Sr. No.	Name	Address
Promoters		
1.	Genus Prime Infra Limited	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad UP- 244001

As on date, list of Promoters and Directors of the Amalgamating Company 3

Sr. No.	Name	Category	Address
Directors			
1.	Smt. Sharda Devi Todi	Director	216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, Uttar Pradesh

2.	Mr. Kamal Kant Agarwal	Director	S-18, 19, Adinath Nagar, Opp World Trade Park, JLN Marg, Malviya Nagar, Jaipur-302017, Rajasthan
3.	Mr. Banwari Lal Todi	Director	B-10, Madhur Green Villa, Parampara Colony, Ram Ganga Vihar, Phase-2, Moradabad-244001, Uttar Pradesh

Sr. No.	Name	Address
Promoters		
1.	Genus Prime Infra Limited	Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad UP- 244001

As on date, list of Promoters and Directors of the Demerged Company

Sr. No.	Name	Category	Address
Directors			
1.	Mr. Ishwar Chand Agarwal	Executive Chairman	12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
2.	Mr. Kailash Chandra Agarwal	Vice Chairman (Non-Executive)	B-422, New Friends Colony South Delhi 110025, India
3.	Mr. Rajendra Kumar Agarwal	Managing Director & CEO	12, Dwarkapuri, Jamanalal Bajaj Marg, C –Scheme, Jaipur-302001, Rajasthan, India
4.	Mr. Jitendra Kumar Agarwal	Joint Managing Director	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
5.	Mr. Keith Mario Torpy	Non-Executive, Non-Independent	Unit 2, 40 Jeffreys ST, Kirribilli, NSW-2061, Australia
6.	Mr. Rameshwar Pareek	Independent Director	C-222, Vaishali Nagar, Jaipur-302021, Rajasthan, India
7.	Mr. Dharam Chand Agarwal	Independent Director	29, Vidhyut Nagar-C, Vaishali Nagar, Japiur-302021, Rajasthan, India
8.	Mr. Udit Agarwal	Independent Director	Z-16,17,18, Deen Dayal Nagar, Phase-2, Moradabad-244001, Uttar Pradesh, India
9.	Mrs. Mansi Kothari	Independent Woman Director	218, Johari Bazar, Above Bank of Baroda, Jaipur-302003
10.	Mr. Subhash Chandra Garg	Independent Director	29, Munirka Enclave, Nelson Mandela Marg, Munirka, South West Delhi, Delhi-110067

Sr. No.	Name	Address
Promoters		
1.	Amit Agarwal HUF (Karta: Amit Kumar Agarwal)	D-116, Okhla Industrial Area, Phase-I, Okhla, New Delhi

2.	Amit Kumar Agarwal	B-422, New Friends Colony, South Delhi 110025, India
3.	Amrit Lal Todi	B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Wave Cinema Road, Moradabad-244001
4.	Amrit Lal Todi HUF (Karta: Amrit Lal Todi)	B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Wave Cinema Road, Moradabad-244001
5.	Anand Todi	216, Kali Mandir, Ravi Nagar, Chanduali, Mugalsarai, Uttar Pradesh – 232101
6.	Anand Todi HUF (Karta: Anand Todi)	216, Kali Mandir, Ravi Nagar, Chanduali,Mugalsarai, Uttar Pradesh – 232101
7.	Anju Agarwal	12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan
8.	Ashutosh Todi	216, Ravi Nagar, Mughalsarai, Chandauli, Uttar Pradesh - 232101
9.	Baldev Kumar Agarwal	Kanth Road, Moradabad Dharamkanta, Harthala, Moradabad, Uttar Pradesh-244001
10.	Banwari Lal Todi	B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Wave Cinema Road, Moradabad-244001
11.	Banwari Lal Todi HUF (Karta: Banwari Lal Todi)	A 11, MDA Colony, NR MDA Office, Moradabad-244001
12.	Himanshu Agrawal	Kanth Road, Moradabad Dharam Kanta, Harthala, Moradabad, Uttar Pradesh-244001
13.	Ishwar Chand Agarwal	12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
14.	Ishwar Chand Agarwal HUF (Karta: Ishwar Chand Agarwal)	12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
15.	Jitendra Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
16.	Kailash Chandra Agarwal	B-422, New Friends Colony South Delhi 110025, India
17.	Kailash Chandra Agarwal HUF (Karta: Kailash Chandra Agarwal)	B-422, New Friends Colony South Delhi 110025, India
18.	Monisha Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan
19.	Narayan Prasad Todi HUF (Karta: Narayan Prasad Todi)	B-4, Bharat Mata Path, Jamuna Lal Bajaj Marg, Civil Lines Railway Crossing, C-Scheme, Jaipur-302001, Rajasthan
20.	Narayan Prasad Todi	B-4, Bharat Mata Path, Jamuna Lal Bajaj Marg, Civil Lines Railway Crossing, C-Scheme, Jaipur-302001, Rajasthan
21.	Parul Agarwal	A-78, Sukhdev Agarwal, New Friends Colony South Delhi 110025, India

22.	Phoos Raj Todi	Rajaldesar, PO. Rajaldesar , dist. Churu - 331802
23.	Rajendra Agarwal	12, Dwarkapuri, Jamanalal Bajaj Marg, C –Scheme, Jaipur-302001, Rajasthan, India
24.	Rajendra Kumar Agarwal HUF (Karta: Rajendra Kumar Agarwal)	12, Dwarkapuri, Jamanalal Bajaj Marg, C –Scheme, Jaipur-302001, Rajasthan, India
25.	Rubal Todi	B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Wave Cinema Road, Moradabad-244001
26.	Seema Todi	B-5, Ganpati Enclave, Ajmer Road, Madarampura, Jaipur-302006, Rajasthan
27.	Shanti Devi Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan
28.	Sharda Todi	216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, Uttar Pradesh
29.	Simple Agarwal	B-422, New Friends Colony South Delhi 110025, India
30.	Baldev Kumar Agarwal HUF (Karta: Himanshu Agarwal)	76, Vikas Marg, Defence Enclave, Delhi-110092
31.	Manju Devi Todi	Ward No. 06, Chotiya Bass, Rajaldesar (Rural) Churu-331802, Rajasthan
32.	Bajrang Lal Todi HUF (Karta: Ishwar Chand Agarwal)	76, Vikas Marg, Defence Enclave, Delhi-110092
33.	Aditya Todi	87/88 Navratna Residency , Galpadar Road Anjar Gandhidham , Kutch -370110 , Gujrat
34.	Vishnu Todi HUF (Karta: Vishnu Todi)	87/88 Navratna Residency , Galpadar Road Anjar , Kutch -370110 , Gujrat
35.	Vishnu Todi	87/88 Navratna Residency , Galpadar Road Anjar , Kutch -370110 , Gujrat
36.	Phoos Raj Todi HUF (Karta: Anand Todi)	Jai Narayan Bajrang Lal, Main Market, Rajaldesar, Rajasthan 331802
37.	Genus Innovation Limited	Plot No. 22, Begumpur Industrial Area, IP-IV, Bahadrabad Haridwar-249402 Uttrakhand
38.	Hi-Print Electromack Private Limited	Village Aghwanpur Kanth Road, Moradabad-244001 Uttar Pradesh
39.	IC Finance Private Ltd	Village Aghwanpur, Kanth Road, Moradabad-244001 Uttar Pradesh
40.	Kailash Coal and Coke Company Limited	56, Harthala Indsutrial Area, Kanth Road, Moradabad-244001, Uttar Pradesh
41.	Genus International Commodities Limited	Village Aghwanpur Kanth Road, Moradabad-244001 Uttar Pradesh
42.	Kailash Industries Limited	56, Harthala Industrial Area, Kanth Road, Moradabad-244001 Uttar Pradesh
43.	Kailash Vidyut and Ispat Limited	Village Aghwanpur, Kanth Road, Moradabad-244001 Uttar Pradesh

As on date, list of Promoters and Directors of the Amalgamating Company 4

Sr. No.	Name	Category	Address
Directors			
1.	Mr. Ishwar Chand Agarwal	Non-Executive Director	12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
2.	Smt. Seema Todi	Non-Executive Woman Director	B-5, Ganpati Enclave, Ajmer Road, Madarampura, Jaipur-302006, Rajasthan
3.	Mr. Kailash Chandra Agarwal	Managing Director	B-422, New Friends Colony South Delhi 110025, India
4.	Mr. Harshvardhan Agarwal	Executive Director & CFO	702, Aspen Omaxe, Forest Spa, Sector-43, Faridabad-121001, Haryana
5.	Mr. Udit Agarwal	Independent Director	H. No. B-22, Madhur Green Vihar, Ram Ganga Vihar, Phase-2, Moradabad, Uttar Pradesh - 244001
6.	Mr. Rajendra Agarwal	Independent Director	6, Civitech Florencia, Ramprastha Greens, sector-7 Vaishali, i.e. Sahibabad, Ghaziabad, Uttar Pradesh - 201010
7.	Mr. Ashutosh Todi	Executive Director	216, Ravi Nagar, Mughalsarai, Chandauli, Uttar Pradesh - 232101

Sr. No.	Name	Address
Promoters		
1.	Ishwar Chand Agarwal	12, Kailash Bhawan, Jamnalal Bajaj Marg, Near Hotel Rajmahal Palace, Dwarkapuri, C-Scheme, Jaipur-302001.
2.	Kailash Chandra Agarwal	B-422, New Friends Colony South Delhi 110025, India
3.	Shanti Devi Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan
4.	Rajendra Kumar Agarwal	12, Dwarkapuri, Jamanalal Bajaj Marg, C –Scheme, Jaipur-302001, Rajasthan, India
5.	Monisha Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan
6.	Jitendra Kumar Agarwal	A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001, Rajasthan, India
7.	Amit Kumar Agarwal	B-422, New Friends Colony, New Delhi-110020
8.	Anand Todi	216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, Uttar Pradesh
9.	Himanshu Agarwal	Kanth Road, Moradabad Dharam Kanta, Harthala, Moradabad-244504, Uttar Pradesh
10.	Seema Todi	B-5, Ganpati Enclave, Ajmer Road, Madarampura, Jaipur-302006, Rajasthan
11.	Rubal Todi	B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Wave Cinema Road, Moradabad-244001

12.	Genus Power Infrastructures Limited	G-123, Sector-63, Noida, Gautam Buddha Nagar, UP 201307.
13.	Hi-Print Electromack Private Limited	Village Aghwanpur Kanth Road, Moradabad-244001 Uttar Pradesh
14.	Kailash Coal & Coke Company Limited	56, Harthala Industrial Area, Kanth Road, Moradabad, Uttar Pradesh-244001
15.	Sunima Trading Private Limited	Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh
16.	Sansar Infrastructure Private Limited	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
17.	Genus Paper & Boards Limited	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh

12. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are wholly owned subsidiaries of the Amalgamated Company. Further, Amalgamated Company/Resulting Company and Amalgamating Company 4 are the entities whose majority shareholding is owned and controlled by the promoters of the Demerged Company collectively with their relatives/family members. All the companies are under the common management and control.

13. BOARD APPROVALS

i. The Board of Directors of the Amalgamated Company at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Mr. Dharam Chand Agarwal	Not attended the Meeting
Mr. Amit Agarwal	In Favour
Mr. Kamal Kant Agarwal	In Favour
Mr. Udit Agarwal	In Favour
Mrs. Simple Agarwal	In Favour

ii. The Board of Directors of the Amalgamating Company 1 at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Smt. Sharda Devi Todi	In Favour
Mr. Kamal Kant Agarwal	In Favour
Mr. Banwari Lal Todi	In Favour

iii. The Board of Directors of the Amalgamating Company 2 at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Smt. Sharda Devi Todi	In Favour
Mr. Banwari Lal Todi	In Favour
Mr. Udit Agarwal	In Favour

iv. The Board of Directors of the Amalgamating Company 3 at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Smt. Sharda Devi Todi	In Favour
Mr. Kamal Kant Agarwal	In Favour
Mr. Banwari Lal Todi	In Favour

v. The Board of Directors of the Demerged Company at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Mr. Rameshwar Pareek	In Favour
Mr. Rajendra Kumar Agarwal	In Favour
Mr. Jitendra Kumar Agarwal	In Favour
Mrs. Mansi Kothari	In Favour
Mr. Dharam Chand Agarwal	In Favour
Mr. Ishwar Chand Agarwal	Not attended the Meeting
Mr. Kailash Chandra Agarwal	Not attended the Meeting
Mr. Udit Agarwal	Not attended the Meeting
Mr. Subhash Chandra Garg	Not attended the Meeting

vi. The Board of Directors of the Amalgamating Company 4 at its Board Meeting held on December 05, 2020 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Mr. Ishwar Chand Agarwal	In Favour
Smt. Seema Todi	In Favour
Mr. Kailash Chandra Agarwal	In Favour
Mr. Harshvardhan Agarwal	In Favour
Mr. Udit Agarwal	In Favour
Mr. Rajendra Agarwal	In Favour
Mr. Ashutosh Todi	In Favour

14. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPS), THEIR RELATIVES AND DEBENTURE TRUSTEE.

i. None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Amalgamated Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their shareholding in the Amalgamated Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme. The Amalgamated Company has not issued any debentures and hence, does not have Debenture Trustee.

ii. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Amalgamating Company 1 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Amalgamating Company 1. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme. The Amalgamating Company 1 has not issued any debentures and hence, does not have Debenture Trustee.

iii. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Amalgamating Company 2 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Amalgamating Company 2. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme. The Amalgamating Company 2 has not issued any debentures and hence, does not have Debenture Trustee.

iv. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Amalgamating Company 3 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Amalgamating Company 3. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme. The Amalgamating Company 3 has not issued any debentures and hence, does not have Debenture Trustee.

v. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Demerged Company. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme. The Demerged Company has not issued any debentures and hence, does not have Debenture Trustee.

vi. None of the Directors, KMPs (as defined under the Act and rules framed thereunder), as applicable, of the Amalgamating Company 4 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding in the Amalgamating Company 4. Save as aforesaid, none of the said Directors or the KMPs, as applicable, or their respective relatives has any material interest in the Scheme. The Amalgamating Company 4 has not issued any debentures and hence, does not have Debenture Trustee.

15. SHAREHOLDING OF THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

(Based on shareholding data as on September 30, 2021)

A. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Amalgamated Company in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	**Amalgamating Company 1**	**Amalgamating Company 2**	**Amalgamating Company 3**	**Demerged Company**	**Amalgamating Company 4**
1.	Mr. Dharam Chand Agarwal, Non-Executive Independent Director	NIL	NIL	NIL	NIL	NIL	NIL
2.	Mr. Amit Agarwal, Whole Time Director & CEO	3387520 (22.69%)	5000 (1.51%) (as nominee)	5000 (1.33%) (as nominee)	5000 (1.47%) (as nominee)	34,16,076 (1.33%)	1,000 (0.00%)
3.	Mr. Kamal Kant Agarwal, Non-Executive Independent Director	NIL	NIL	NIL	NIL	NIL	NIL
4.	Mr. Udit Agarwal, Non-Executive Independent Director	NIL	NIL	NIL	NIL	NIL	NIL
5.	Mrs. Simple Agarwal, Non-Executive Non Independent Director	NIL	NIL	NIL	NIL	7,62,020 (0.30%)	NIL
6.	Mr. Hukam Singh, Chief Financial Officer	NIL	NIL	NIL	NIL	NIL	NIL
7.	Mr. Kunal Nayar, Company Secretary	NIL	NIL	NIL	NIL	NIL	NIL

B. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Amalgamating Company 1 in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	Amalgamating Company 1	Amalgamating Company 2	Amalgamating Company 3	Demerged Company	Amalgamating Company 4
1.	Smt. Sharda Devi Todi, Director	NIL	NIL	NIL	NIL	23,69,927 (0.92%)	NIL
2.	Mr. Kamal Kant Agarwal, Director	NIL	NIL	NIL	NIL	NIL	NIL
3.	Mr. Banwari Lal Todi, Director	NIL	NIL	NIL	NIL	36,60,160 (1.42%)	NIL

C. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Amalgamating Company 2 in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	Amalgamating Company 1	Amalgamating Company 2	Amalgamating Company 3	Demerged Company	Amalgamating Company 4
1.	Smt. Sharda Devi Todi, Director	NIL	NIL	NIL	NIL	23,69,927 (0.92%)	NIL
2.	Mr. Banwari Lal Todi, Director	NIL	NIL	NIL	NIL	36,60,160 (1.42%)	NIL
3.	Mr. Udit Agarwal, Director	NIL	NIL	NIL	NIL	NIL	NIL

D. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Amalgamating Company 3 in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	Amalgamating Company 1	Amalgamating Company 2	Amalgamating Company 3	Demerged Company	Amalgamating Company 4
1.	Smt. Sharda Devi Todi, Director	NIL	NIL	NIL	NIL	23,69,927 (0.92%)	NIL
2.	Mr. Kamal Kant Agarwal, Director	NIL	NIL	NIL	NIL	NIL	NIL

3.	Mr. Banwari Lal Todi, Director	NIL	NIL	NIL	NIL	36,60,160 (1.42%)	NIL

E. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Demerged Company in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	Amalgamating Company 1	Amalgamating Company 2	Amalgamating Company 3	Demerged Company	Amalgamating Company 4
1.	Mr. Ishwar Chand Agarwal	NIL	NIL	NIL	NIL	89,35,801 (3.47%)	6,79,850 (2.17 %)
2.	Mr. Kailash Chandra Agarwal	NIL	NIL	NIL	NIL	12,39,8356 (4.82%)	9,20,550 (2.94 %)
3.	Mr. Rajendra Kumar Agarwal	4367782 (29.26%)	NIL	NIL	NIL	35,50,485 (1.38%)	1,000 (0.00 %)
4.	Mr. Jitendra Kumar Agarwal	3434221 (23.01%)	NIL	NIL	NIL	36,34,256 (1.41%)	1,000 (0.00 %)
5.	Mr. Keith Mario Torpy	NIL	NIL	NIL	NIL	NIL	NIL
6.	Mr. Rameshwar Pareek	NIL	NIL	NIL	NIL	NIL	NIL
7.	Mr. Dharam Chand Agarwal	NIL	NIL	NIL	NIL	NIL	NIL
8.	Mr. Udit Agarwal	NIL	NIL	NIL	NIL	NIL	NIL
9.	Mrs. Mansi Kothari	NIL	NIL	NIL	NIL	NIL	NIL
10.	Mr. Subhash Chandra Garg	NIL	NIL	NIL	NIL	NIL	NIL
11.	Mr. Nathulal Nama	NIL	NIL	NIL	NIL	20,384 (0.00%)	NIL
12.	Mr. Ankit Jhanjhari	NIL	NIL	NIL	NIL	6,596 (0.00%)	NIL

F. Detail of present Shareholding of the Directors and Key Managerial Personnel of the Amalgamating Company 4 in the Amalgamated Company, Amalgamating Companies & Demerged Company either singly or jointly or as nominee, is as under:

Sr. No.	Name of Directors & KMP and their Designation	Number of Shares & % holding as on September 30, 2021					
		Amalgamated Company	Amalgamating Company 1	Amalgamating Company 2	Amalgamating Company 3	Demerged Company	Amalgamating Company 4
1.	Mr. Ishwar Chand Agarwal	NIL	NIL	NIL	NIL	8935801	6,79,850 (2.17 %)

2.	Smt. Seema Todi	NIL	NIL	NIL	NIL	5193675	3,15,150 (1.00%)
3.	Mr. Kailash Chandra Agarwal	NIL	NIL	NIL	NIL	12398356	9,20,550 (2.94 %)
4.	Mr. Harshvardhan Agarwal	NIL	NIL	NIL	NIL	10	NIL
5.	Mr. Udit Agarwal	NIL	NIL	NIL	NIL	NIL	NIL
6.	Mr. Rajendra Agarwal	NIL	NIL	NIL	NIL	NIL	NIL
7.	Mr. Ashutosh Todi	NIL	NIL	NIL	NIL	114000	NIL
8.	Mr. Umakant Upadhyay	NIL	NIL	NIL	NIL	NIL	NIL
9.	Mr. Harshvardhan Agarwal (CFO)	NIL	NIL	NIL	NIL	10	NIL

16. Effect of Scheme on stakeholders

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 with the Amalgamated Company as Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are wholly owned subsidiaries of the Amalgamated Company and the entire paid-up share capital of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective. Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Demerged Company, the Resulting Company shall issue and allot to the equity shareholders of the Demerged Company, New Equity Shares of the Resulting Company in the ratio as enumerated in Clause 13 of Part III of the Scheme. Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the equity shareholders of the Amalgamating Company 4, New Equity Shares of the Amalgamated Company in the ratio as enumerated in Clause 12 of Part IV of the Scheme. Further, the authorized share capital of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 and Amalgamating Company 4 shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 18 of Part II and Clause 19 of Part IV of the Scheme.

Preference Shareholders	Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the preference shareholders of the Amalgamating Company 4, New Preference Shares in the ratio as enumerated in Clause 12 of Part IV of the Scheme.
Key Managerial Personnel (KMP)	The Amalgamated Company is not expecting any change in the KMPs of the Amalgamated Company in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamated Company. Further, none of the Directors, KMPs of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Amalgamated Company, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamated Company would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company.
Employees	The Amalgamated Company is not expecting any change in the Employees of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company. Thus, the Scheme will have no adverse effect on the employees of the Companies involved in the Scheme.
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company have not issued debentures, bonds and doesn't have debenture trustee.

17. Amount due to Unsecured Creditors

The amount due to unsecured creditors of the Amalgamated Company, as on September 30, 2021 is Rs. 80,00,000/-. The amount due to unsecured creditors of the Amalgamating Company 1, as on September 30, 2021 is Rs. 2,21,00,000/-. The amount due to unsecured creditors of the Amalgamating Company 2, as on September 30, 2021 is Rs. 2,81,00,000/-. The amount due to unsecured creditors of the Amalgamating Company 3, as on September 30, 2021 is Rs. 5,76,86,081/-. The amount due to unsecured creditors of the Demerged Company, as on September 30, 2021 is Rs. 1,315,464,382/-. The amount due to unsecured creditors of the Amalgamating Company 4, as on September 30, 2021 is Rs. 38,43,15,454/-.

18. Capital / Debt Restructuring

There is no debt restructuring envisaged in the Scheme.

That as per clause 12 of Part II of the Scheme:-

There will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Company 1, 2 & 3 with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and the entire paid up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in the Amalgamating Companies shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective.

That as per clause 13 of Part III of the Scheme:-

Upon effectiveness of this Scheme and in consideration for the transfer of the Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further act or deed, issue and allot to each member of the Demerged Company whose name is recorded in the register of members as on Record Date 1 (or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following equity shares:

"*1 (One) Equity share of face value Rs. 2 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity share of face value of Rs 1 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company*"

It is clarified that no cash consideration shall be paid by the Resulting Company to the Demerged Company or its shareholders.

That as per clause 12 of Part IV of the Scheme:-

Upon effectiveness of this Scheme and in consideration for the transfer of the Amalgamating Company 4 into the Amalgamated Company, the Amalgamated Company shall, without any further act or deed, issue and allot to each member of the Amalgamating Company 4 whose name is recorded in the register of members as on Record Date 2 (or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following shares:

"*3 (Three) Equity share of face value Rs. 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value Rs. 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4*"

"*1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4*"

"*1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4*"

It is clarified that no cash consideration shall be paid by the Amalgamated Company to the Amalgamating Company 4 or its shareholders.

The redeemable preference shares shall be issued and allotted to the redeemable preference shareholders of the Amalgamating Company 4 as per the Terms and Conditions set out in the Schedule I and Schedule II of the Scheme. It is hereby clarified that the redeemable preference Shares of the Amalgamated Company shall not be listed and/ or admitted on any stock exchange. Further, upon coming effect of the Part II and Part III of the Scheme, 6% Cumulative Non-Convertible Redeemable Preference Shares and 10% Cumulative Redeemable Preference Shares in the Amalgamating Company 4 would be transferred and shall stand vested with the Amalgamated Company and upon amalgamation of the Amalgamating Company 4 with the Amalgamated Company, the said RPS shall stand cancelled and therefore, no shares shall be issued to the redeemable preference shareholders holding such preference shares.

19. Auditors' Certificate on conformity of accounting treatment in the Scheme with Accounting Standards

The Auditors of the Applicant Companies have confirmed that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. The copies of the same are collectively enclosed hereto as **Annexure - XXV.**

20. Approvals and intimations in relation to the Scheme

i. In terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read along with SEBI Master Circular SEBI/HO/CFD/DIL1/CIR/P/2020/249, BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"), by their respective letters, dated September 16, 2021 have issued their observations on the Scheme to the Company. Copy of the said observation letter issued by BSE to the Company is attached hereto as **Annexure – VII** and Copy of the said observation letter issued by NSE to the Company is attached hereto as **Annexure – VIII**. Further, in terms of the said SEBI Circulars the Company has not received any complaint relating to the Scheme and "NIL" complaint report was filed by the Company with BSE and NSE, copy of which is attached hereto as **Annexure – V** and **Annexure - VI**.

ii. In addition to the approval of the Tribunal, the Applicant Companies will obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

iii. Information pertaining to the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 and Amalgamating Company 4 involved in the Scheme in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 along with the compliance report issued by Fedex Securities Private Limited, a Category I Merchant Banker are attached hereto as Annexure – XV, Annexure – XVI, Annexure – XVII and Annexure – XVIII respectively.

iv. No investigation proceedings have been instituted and/or are pending against the Applicant Companies under the Act.

v. The Company has filed a copy of the Scheme with the Registrar of Companies pursuant to Section 232(2)(b) of the Act.

21. Valuation Report and Fairness Opinion

The Valuation Report dated December 04, 2020 issued by BDO Valuation Advisory LLP, Registered Valuer recommended below share entitlement ratio for the Scheme:

i. "*In case of proposed amalgamation of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 with Amalgamated Company, Amalgamated Company is not required to issue any shares since the entire issued, subscribed and paid-up capital of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 is held by the Amalgamated Company. Therefore, no fair share swap ratio is recommended for their amalgamation envisaged under the Proposed Scheme of Arrangement.*"

ii. "*1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company.*"

iii. *"3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4."*

iv. "*For Preference Shareholders of the Amalgamating Company 4 (other than Amalgamated Company as the holding of Amalgamated Company will get cancelled pursuant to the Proposed Scheme of Arrangement):*

- 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4.

- 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4.

Further there would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the Proposed Scheme of Arrangement:

- 6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Amalgamating Company 4.
- 10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Amalgamating Company 4"

The Fairness Opinion Report dated December 05, 2020 issued by M/s. Sundae Capital Advisors Private Limited, a Category I Merchant Banker, has been issued in respect of the Valuation Report wherein it has been stated that the proposed share entitlement ratio as recommended by the valuers, which forms the basis of the proposed Scheme, is fair.

The valuation methods used by the BDO Valuation Advisory LLP, Registered Valuer for reckoning the aforesaid share entitlement ratio and the weights assigned to each method in reckoning the value per share is given in the Valuation Report enclosed hereto as Annexure – III.

Please refer to the Fairness Opinion that is enclosed as Annexure – IV.

22. Inspection of Documents

In addition to the documents annexed hereto, the electronic copy of annexures will be available for inspection in the "Investors-Scheme of Arrangement" section of the website of the Company: https://genuspower.com/investor-category/investor-information/#tabs-post-583862. Furthermore, copies of the following documents will be open for inspection to the Unsecured Creditors of the Company at its registered office at G-123, Sector-63, Noida, Uttar Pradesh-201307 (India) on all days except Saturday, Sunday and public holidays up to the date of the Meeting:

a. Order dated December 08, 2021 passed by the Hon'ble National Company Law Tribunal, Allahabad Bench in Company Application No.CA (CAA) No. 27/ALD of 2021;
b. Memorandum and Articles of Association of the Applicant Companies;
c. Audited standalone and consolidated financial statements of the Amalgamated Company as on March 31, 2021;
d. Audited standalone financial statements of the Amalgamating Company 1 as on September 30, 2021;
e. Audited standalone financial statements of the Amalgamating Company 2 as on September 30, 2021;
f. Audited standalone financial statements of the Amalgamating Company 3 as on September 30, 2021;
g. Audited standalone and consolidated financial statements of the Demerged Company as on March 31, 2021.;
h. Audited standalone and consolidated financial statements of the Amalgamating Company 4 as on September 30, 2021;
i. Copy of the Scheme;
j. Certificates of the Statutory Auditors of the Applicant Companies confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and applicable accounting standards;

k. Copy of Valuation Report dated December 04, 2020 prepared by BDO Valuation Advisory LLP, Registered Valuer having IBBI Reg. No.: IBBI/RV-E/02/2019/103 describing the methodology adopted by them in arriving at and recommending the Share Exchange Entitlement Ratio;
l. Copy of Fairness Opinion dated December 05, 2020 prepared by M/s. Sundae Capital Advisors Private Limited, a Category I Merchant Banker providing the Fairness Opinion on the Share Entitlement Ratio providing the Fairness Opinion on the Share Entitlement Ratio recommended by the Registered Valuer;
m. Complaint Report submitted by the Company to the BSE;
n. Complaint Report submitted by the Company to the NSE;
o. Copy of Observation letter dated September 16, 2021 given by the BSE on the Scheme;
p. Copy of Observation letter dated September 16, 2021 given by the NSE on the Scheme
q. Report of the Audit Committee of the Company recommending the Scheme;
r. Reports adopted by the respective Boards' of each of the companies pursuant to Section 232(2)(c) of the Act;
s. Extracts of the resolutions dated December 05, 2020 passed by the Boards' of the each of the companies, inter alia, approving the Scheme and the filing thereof with the Tribunal.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Applicant Companies, their shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommends the Scheme for approval of the unsecured creditors.

The Directors and KMPs, as applicable, of the Applicant Companies, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as to the extent of their shareholding in the companies as mentioned above.

For, **Genus Power Infrastructures Limited**
Sd/-
Rahul Agarwal
Chairperson appointed for meeting

Date: January 20, 2022
Place: Allahabad

SCHEME OF ARRANGEMENT

UNDER SECTION 230 TO 232 OF THE COMPANIES ACT 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER

BETWEEN

GENUS PRIME INFRA LIMITED

AND

SANSAR INFRASTRUCTURE PRIVATE LIMITED

AND

STAR VANIJYA PRIVATE LIMITED

AND

SUNIMA TRADING PRIVATE LIMITED

AND

GENUS POWER INFRASTRUCTURES LIMITED

AND

YAJUR COMMODITIES LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PREAMBLE

(A) BACKGROUND AND DESCRIPTION OF COMPANIES WHICH ARE PARTIES TO THE SCHEME

1. **Genus Prime Infra Limited** (hereinafter called **'Genus Prime' or 'Amalgamated Company' or 'Resulting Company'**) (Erstwhile known as Gulshan Chemfill Limited) was incorporated on October 20, 2000 under the Companies Act, 1956 having its Registered Office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad Uttar Pradesh – 244001 and e-mail id - cs.genusprime@gmail.com. The Amalgamated Company/Resulting Company changed its name from "Gulshan Chemfill Limited" to "Genus Prime Infra Limited" which was approved by Registrar of Companies, vide a Fresh Certificate of Incorporation issued consequent upon change in name on March 3, 2008. The equity shares of Amalgamated Company/Resulting Company are listed on The BSE Limited (hereinafter called 'BSE'). The Corporate Identity Number of Amalgamated Company/Resulting Company is L24117UP2000PLC032010 and the Permanent Account Number of the Amalgamated Company/Resulting Company is AABCG3955E. Further, the Amalgamated Company/Resulting Company is engaged in infrastructure activity and purchase, sell, exchange and/or transfer of securities shares, debentures and all other forms of investment and to carry on all kinds of investments business.

2. **SANSAR INFRASTRUCTURE PRIVATE LIMITED** (hereinafter called **'Sansar' or 'Amalgamating Company 1'**) was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh and e-mail id - cs@genuspaper.com. Amalgamating Company 1 shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 1 is U70109UP2008PTC093173 and the Permanent Account Number is AALCS8861R. Further, the Amalgamation Company 1 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business.

3. **STAR VANIJYA PRIVATE LIMITED** (hereinafter called **'Star' or 'Amalgamating Company 2'**) was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Dharam Kanta, Kanth Road, Harthala Moradabad, Uttar Pradesh and e-mail id - cs@genuspaper.com. Amalgamating Company 2 shifted its Registered Office from West Bengal to State of state of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 2 is U51109UP2008PTC093817 and the Permanent Account Number is AALCS8863P. Further, the Amalgamating Company 2 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business.

4. **SUNIMA TRADING PRIVATE LIMITED** (hereinafter called **'Sunima' or 'Amalgamating Company 3'**) was incorporated on April 23, 2008 under the Companies Act, 1956 having its Registered Office at Dharam Kanta, Kanth Road, Harthala Moradabad, Uttar Pradesh and e-mail id - cs@genuspaper.com. Amalgamating Company 3 shifted its Registered Office from West Bengal to State of state of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identity Number of Amalgamating Company 3 is U51909UP2008PTC093671 and the Permanent Account Number is AALCS8858E. Further, the Amalgamating Company 3 is a wholly owned subsidiary of the Amalgamated Company and is engaged in trading business.

   *(Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are hereinafter collectively referred to as '**Amalgamating Companies'** or '**Wholly Owned Subsidiaries'**, and individually as a 'Amalgamating Company' or **'Wholly Owned Subsidiary'**).*

5. **Genus Power Infrastructures Limited** (hereinafter called **'GPIL' or 'Demerged Company'**) (Erstwhile known as Genus Overseas Electronics Limited) was incorporated on August 6, 1992 under the Companies Act, 1956 having its Registered Office at G-123, Sector-63, Noida, Uttar Pradesh – 201307 and e-mail id – cs@genus.in. Demerged Company changed its name from "Genus Overseas Electronics Limited" to "Genus Power Infrastructures Limited" which was approved by Registrar of Companies, vide a Fresh Certificate of Incorporation issued consequent upon change in name on March 31, 2007. The equity shares of Demerged Company are listed on BSE and NSE. The Corporate Identity Number of Demerged Company is L51909UP1992PLC051997 and the Permanent Account Number of the Demerged Company is AACCG1218P. Further, The Demerged Company is engaged in the business of (a) manufacturing and providing metering and metering solutions and undertaking 'Engineering, Construction and Contracts' on turnkey basis (core business division) through itself or through its subsidiaries and (b) making strategic investment activity, where under investments are made in shares and securities basis a thorough and systematic evaluation by the company and the management on a going concern basis with dedicated personnel and technical staff.

6. **Yajur Commodities Limited (hereinafter called 'Yajur' or 'Amalgamating Company 4')** (Erstwhile known as Virtuous Urja Limited) was incorporated on April 19, 2007 under the Companies Act, 1956 having its Registered Office at G-123, Sector-63 Noida, Uttar Pradesh – 201307 and e-mail id – cs@yajurcom.com. The Corporate Identity Number of Amalgamating Company 4 is U51395UP2007PLC110438 and the Permanent Account Number of the Amalgamating Company 4 is AACCG8485G. Further, The Amalgamating Company 4 is engaged in the business of manufacturing and trading of Coke and Coal.

(It is hereby mentioned that Genus Prime, Sansar, Star, Sunima, GPIL, and Yajur are companies of the same group and are hereinafter together referred to as **"Companies"**)

(B) PURPOSE AND RATIONALE FOR THE SCHEME OF ARRANGEMENT

1. Rationale for amalgamation of Star, Sansar and Sunima into Genus Prime

- Since, the Amalgamating Companies are wholly-owned subsidiary(ies) of the Amalgamated Company, the Amalgamation contemplated in the present Scheme will ensure optimized legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings, hence the Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the companies which are, inter alia, as follows:

  a) The Amalgamation will enable consolidation of the business and operations of Amalgamating Companies with the Amalgamated Company which will provide significant impetus to growth by permitting pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner.
  b) The Amalgamation will enable the Amalgamated Company to effect internal economies and optimize profitability as also to reduce administrative inefficiencies by reducing duplication of functions.
  c) The Amalgamation will result in the establishment of a larger company with more capable resources and a greater capacity to raise funds for expansion.

2. Rationale for demerger of the Demerged Undertaking from GPIL into Genus Prime

- The Demerged Company is engaged in the following businesses, each being distinct and independent business divisions:

  a) Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity ("Core Business Division");
  b) Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, etc. ("Investment Business Division").

- Given that each of the activities carried out by Demerged Company is distinct and diverse in its business characteristics, growth trajectories, nature of risks and competition which therefore requires attribution of dissimilar technical and managerial focus. Considering this the Company has put in place for its Investment Business Division, a management structure to dynamically review, evaluate and forecast developments in the invested sectors and to monitor the performance and improve returns from such specialized investments.

- With a view to concentrate the growth efforts focused on the Core business activity using strategies optimal to the nature and return profile of the division, the management of the Demerged Company proposes to demerge its interests in the Investment Business Division on a going concern basis, and vest the same with the Resulting Company.
- The transfer and vesting of the Demerged Undertaking in the Resulting Company, shall be in the larger interest of the shareholders, creditors and employees of the Demerged Company and shall be in the interest of future growth of the Resulting Company. The transfer and vesting shall achieve the following benefits for the Demerged Company and the Resulting Company:

  a) The Demerger will enable the Demerged Company to focus and enhance its Core business performance by streamlining operations and cutting costs;
  b) The Demerger will enable focused management orientation to each of the business undertaking(s) due to individual specialization and leadership vision, which would provide greater visibility on the performance of the said businesses;
  c) The Demerger will enable attribution of appropriate risk and valuation to different business undertakings based on their respective risk return profile and cash flows;
  d) The Demerger will enable opportunities for strategic partnership and flexibility of fundraising capability for future growth and expansion and to create a structure geared to take advantage of growth opportunities.

3. Rationale for merger of Yajur into Genus Prime

The amalgamation of the Amalgamating Company 4 into the Amalgamated Company would result inter alia in the following benefits:

- Streamlining of the corporate structure and consolidation of the assets and liabilities of the Amalgamating Company 4 into the Amalgamated Company;
- More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity;
- Enabling pooling of resource of the company involved in the Amalgamation to their common advantage, resulting in more productive utilization of such resources, operational efficiencies which would be beneficial for all stakeholders;
- Reduction in administrative and procedural work and eliminate duplication of work and regulatory compliances and will enable the company concerned to effect internal economies and optimize productivity;
- The Amalgamation will result in the establishment of a larger company with more capable resources, a sufficient capital base and a greater capacity to raise funds for expansion, modernization and development of the businesses of the company concerned.

The Scheme shall be in the beneficial interest of the shareholders and creditors of the companies. The Scheme shall not be in any manner prejudicial to the interest of the concerned members, creditors, employees or general public at large.

(C) PARTS OF THE SCHEME OF ARRANGEMENT:

This Scheme is presented under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, including the rules and regulations issued thereunder, as may be applicable, read with Sections 2(19AA) or 2(1B) of the Income-tax Act, 1961, as may be applicable. Further, this Schemewhich is divided into the following parts:

1. **PART I** – Definitions common to all parts, Date of Taking Effect and Operative Date and Sequence of Events

2. **PART II –** Amalgamation of the Amalgamating Companies with the Amalgamated Company

   - *Section A deals with the Definitions and Share Capital.*

   - *Section B deals with the amalgamation of the Amalgamating Companies with Amalgamated Company, in accordance with Section 2(1B) of the Income-tax Act, 1961 and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as may be applicable.*

3. **PART III-** Demerger of Demerged Undertaking of the Demerged Company, into the Resulting Company

   - *Section A deals with the Definitions and Share Capital.*

   - *Section B deals with the demerger of Demerged Undertaking of the Demerged Company, into the Resulting Company, in accordance with Section 2(19AA) of the Income-tax Act, 1961 and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as may be applicable.*

4. **PART IV-** Amalgamation of the Amalgamating Company 4 with the Amalgamated Company and

   - *Section A deals with the Definitions and Share Capital.*

   - *Section B deals with the amalgamation of the Amalgamating Company 4 with Amalgamated Company, in accordance with Section 2(1B) of the Income-tax Act, 1961 and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, as may be applicable.*

5. **PART V** - General Terms and Conditions applicable to the entire Scheme.

PART – I

DEFINITIONS, DATE OF TAKING EFFECT AND OPERATIVE DATE AND SEQUENCE OF EVENTS

1. DEFINITIONS

In this Scheme *(as defined hereinafter)*, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

1.1 **"Accounting Standards"** means the applicable accounting standards in force in India from time to time, consistently applied during the relevant period, including the generally accepted accounting principles and standards, Indian Accounting Standard (Ind AS), and all pronouncements including the guidance notes and other authoritative statements of the Institute of Chartered Accountants of India;

1.2 **"Act" or "The Act"** means the Companies Act, 2013, and shall include rules and regulations made thereunder and any statutory modifications, re-enactments and / or amendments thereof for the time being in force.

1.3 **"Applicable Laws"** mean any statute, law, regulation, ordinance, rule, judgment, rule of law, order, decree, ruling, bye-law, approval of any governmental authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any governmental authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter.

1.4 **"Appropriate Authority"** means:

a. The government of any jurisdiction (including any central, state, municipal or local government or political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;

b. Any governmental, quasi-governmental or private body or agency lawfully, exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing or other governmental or quasi-governmental authority including (without limitation), Securities Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), Regional Director, Registrar of Companies, Official Liquidator and the Tribunal; and

c. Any stock exchange(s) in India.

1.5 **"Board" or "Board of Directors"** in relation to each of the companies forming part of the Scheme, means the Board of Directors of such company, and shall include any committee of Directors or any person authorized by the Board of Directors or such committee of Directors duly constituted and authorized for the purposes of matters pertaining to this Scheme or any other matter relating thereto.

1.6 **"Companies"** means collectively, the Amalgamating Companies, Resulting Company, Demerged Company and Amalgamating Company 4;

1.7 **Encumbrance"** means:

a) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of, any obligation of the Amalgamating Companies, Demerged Company (pertaining to the Demerged Undertaking), Amalgamating Company 4 or the Amalgamated Company / Resulting Company, including without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Law;

b) any proxy, power of attorney, voting trust agreement, interest or option in favor of any Person;

c) any adverse claim as to title, possession or use; or

d) any transfer restrictions.

1.8 **"IT Act"** shall mean IT Act, 1961 and shall include rules and regulations (including circular(s),notification(s) and instruction (s)) made thereunder and any statutory modifications, re-enactments and / or amendments thereof for the time being in force.

1.9 **"LODR"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force as applicable to the Scheme**.**

1.10 **"NCLT" or "Tribunal"** means Hon'ble National Company Law Tribunal, Uttar Pradesh, Allahabad Bench and shall include, if applicable such other forum or authority as may be vested with the powers of a National Company Law Tribunal under the Act.

1.11 **"Person"** means any individual, joint venture, company, corporation, partnership (whether limited or unlimited), proprietorship, trust or other enterprise (whether incorporated or not), Hindu undivided family, union, association, government (central, state or otherwise), or any agency, department, authority or political subdivision thereof, and includes their respective successors and in case of an individual shall include his/her legal representatives, administrators, executors and heirs and in case of a trust shall include the trustee or the trustees for the time being.

1.12 **"Registrar of Companies"** means Registrar of Companies, Kanpur.

1.13 **"Scheme of Arrangement" or "this Scheme" or "the Scheme"** means this Scheme of Arrangement pursuant to Section 230 and 232 of the Act in the present form or with such modification(s), if any made as per Clause 3 of Part V of the Scheme.

1.14 **"SEBI"** shall mean the Securities and Exchange Board of India.

1.15 **"SEBI Circular"** means Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 read with Circular No. CFD/DIL3/CIRl2017/21 dated March 10,2017 read with HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 and Circular No. CFD/DIL3/CIRl2018/2 dated January 3, 2018 each issued by SEBI or any other circular, as amended, substituted or replaced from time to time;

1.16 **“Stock Exchange”** means the BSE Limited (hereinafter called ‘BSE’) and National Stock Exchange of India Limited (hereinafter called ‘NSE’).

1.17 **"Tax", "Taxes" or "Taxation"** means all forms of taxation, duties, cess, levies, imposts and social security (or similar) charges of any kind whatsoever in any jurisdiction, including without limitation corporate income tax, any other form of withholding tax, provident fund, employee state insurance and gratuity contributions, service tax, value added tax, customs and excise duties, capital tax and other legal transaction taxes, stamp duty, dividend distribution tax, securities transaction tax, real estate taxes, gross receipts taxes, windfall profit taxes, employment taxes, severance taxes, franchise taxes, transfer taxes, profit taxes, registration taxes, unclaimed property or escheatment taxes, alternative or add-on minimum taxes, estimated taxes, other municipal, provincial, state or local taxes and duties, environmental taxes and duties, goods and service taxes and any other type of taxes or duties in any relevant jurisdiction, whether disputed or not, together with any interest, penalties, surcharges or fines relating thereto, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction, and including any obligations to indemnify or otherwise assume or succeed to the tax liability of any other Person.

1.18 Interpretations

e) References to statutory provisions shall be construed as references to the statutory provisions under laws of India unless otherwise specified, and in any event to those provisions as respectively amended, superseded or re-enacted or as their application is modified by any other provisions (whether made before or after the date of this Scheme) from time to time.

f) References to Clauses or schedules are to the Clauses or schedules of this Scheme and references to sub-Clauses are to the sub-Clauses of the Clause of this Scheme in which the reference appears.

g) The headings and sub-headings are for information only and shall not affect the construction or interpretation of this Scheme.

h) The singular shall include the plural and vice versa; and reference to one gender shall include all genders.

i) Any phrase introduced by the terms “including”, “inter alia”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense or scope of the word(s) preceding those terms. In this Scheme, unless the context otherwise requires.

j) the terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words used in this Scheme refers to this entire Scheme.

2. DATE OF TAKING EFFECT, OPERATIVE DATE AND SEQUENCE OF EVENTS

The Scheme shall be effective from the respective Appointed Dates mentioned under the various parts of the Scheme but shall be operative from the Effective Date.

Upon the sanction of the Scheme by the NCLT and after the Scheme has become effective, the following shall be deemed to have occurred and become effective and operative, only in the sequence and in the order mentioned hereunder, in the following sequence:

a) with effect from Appointed Date 1, amalgamation of all the Amalgamating Companies in the Amalgamated Company, in accordance with Part II of the Scheme;

b) with effect from Appointed Date 1, demerger of Demerged Undertaking from the Demerged Company and vesting the same in the Resulting Company, in accordance with Part III of the Scheme;

c) with effect from Appointed Date 2, amalgamation of Amalgamating Company 4 in the Amalgamated Company, in accordance with Part IV of the Scheme.

PART – II

AMALGAMATION OF AMALGAMATING COMPANIES WITH AMALGAMATED COMPANY

SECTION A - DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

1.1 **"Appointed Date 1"** for the purpose of Part II of this Scheme means the date on which the Scheme of Arrangement is sanctioned by the Hon'ble National Company Law Tribunal.

1.1 **"Amalgamated Company"** shall have the meaning as ascribed to it in Clause A(1) above.

1.2 **"Amalgamating Company** 1**"** shall have the meaning as ascribed to it in Clause A(2) above.

1.3 **"Amalgamating Company 2"** shall have the meaning as ascribed to it in Clause A(3) above.

1.4 **"Amalgamating Company 3"** shall have the meaning as ascribed to it in Clause A(4) above.

*(Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are hereinafter collectively referred to as 'Amalgamating Companies' or '**Wholly Owned Subsidiaries'**).*

1.5 **"Effective Date"** means last of the dates on which the certified copy of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme are filed by the Amalgamating Companies and Amalgamated Company with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to the "date of coming into effect of this Scheme" or "effectiveness of the Scheme" or "Scheme taking effect" shall mean the Effective Date.

2. DETAILS OF SHARE CAPITAL

2.1 Amalgamated Company

The Share Capital of the Amalgamated Company as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,00,00,000 equity shares of Rs. 2/- each	6,00,00,000
3,00,000 0% Redeemable preference shares of Rs. 100/ each	3,00,00,000
Total	**9,00,00,000**
Issued, Subscribed and Paid-up Capital	
1,49,26,440 equity shares of Rs. 2/- each	2,98,52,880
1,00,000 0% Redeemable Preference Shares of Rs. 100/ each	1,00,00,000
Total	**3,98,52,880**

Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

2.2 Amalgamating Company 1

The Share Capital of the Amalgamating Company 1 as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,40,000 equity shares of Rs. 10/- each	34,00,000
Total	**34,00,000**
Issued, Subscribed and Paid-up Capital	
3,30,600 equity shares of Rs. 10/- each	33,06,000
Total	**33,06,000**

Amalgamating Company 1 is a wholly owned subsidiary of the Amalgamated Company. Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

2.3 Amalgamating Company 2

The Share Capital of the Amalgamating Company 2 as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,80,000 equity shares of Rs. 10/- each	38,00,000
Total	**38,00,000**
Issued, Subscribed and Paid-up Capital	
3,76,800 equity shares of Rs. 10/- each	37,68,000
Total	**37,68,000**

Amalgamating Company 2 is a wholly owned subsidiary of the Amalgamated Company. Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

2.4 Amalgamating Company 3

The Share Capital of the Amalgamating Company 3 as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,50,000 equity shares of Rs. 10/- each	35,00,000
Total	**35,00,000**
Issued, Subscribed and Paid-up Capital	
3,40,000 equity shares of Rs. 10/- each	34,00,000
Total	**34,00,000**

Amalgamating Company 3 is a wholly owned subsidiary of the Amalgamated Company. Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

SECTION B – AMALGAMATION OF THE AMALGAMATING COMPANIES WITH THE AMALGAMATED COMPANY

3. TRANSFER AND VESTING OF BUSINESS

3.1 With effect from the Appointed Date 1 and upon the Scheme becoming effective, the entire business property, assets and liabilities of Amalgamating Companies shall, pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the order of NCLT or other Appropriate Authorities, if any, sanctioning the Scheme, shall without any further act, deed, matter or thing, stand transferred to and vested in and / or deemed to be transferred to and vested in the Amalgamated Company, as a going concern, so as to become the properties and liabilities of the Amalgamated Company.

3.2 Without prejudice to the generality of the above and to the extent applicable, with effect from the Appointed Date 1 and upon this Scheme becoming effective:

4. TRANSFER AND VESTING OF ASSETS

4.1 All the assets, rights and properties of the Amalgamating Companies of whatsoever nature and wherever situated, of or belonging to or in the possession or control of the Amalgamating Companies including but not limited to data processing equipment, computers and servers, computer software, furniture and fixtures, investments, office equipment, electrical installations, telephones, telex, facsimile, other communication facilities, any registrations, copyrights, permits, brands approvals, all rights or title or interest in property(ies) by virtue of any court order or decree, contractual arrangement, allotment, grant, lease, possession or otherwise, memorandum of understandings, tenancy rights, hire purchase contracts, lending contracts, permissions, incentives, tax registrations, tax credit (such as advance income tax, withholding tax credit, input credit of goods and service tax and Minimum Alternate Tax ('MAT') credit, contracts, engagements, arrangements of all kinds, rights, titles, interests, benefits and advantages of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favor of or enjoyed by Amalgamating Companies, industrial, regulatory and other licenses, municipal and other statutory permissions, approvals including but not limited to right to use and avail electricity connections, water connections, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, all records, files, papers, computer programs, manuals, data, quotations, list of present and former vendors and suppliers, and all other rights, title, lease, interest, contracts, consent, approvals or powers of every kind, nature and descriptions whatsoever, shall under the provisions of sections 230 to 232 of the Act and any other applicable provisions of the Act, and pursuant to the order of NCLT or any other Appropriate Authority sanctioning this Scheme and without further act, instrument or deed, but subject to the charges, if any, affecting the same, as on the Effective Date be transferred to and / or deemed to be transferred to and vested in the Amalgamated Company, so as to become the properties and assets of the Amalgamated Company with effect from the Appointed Date 1.

4.2 In respect of such of the assets and properties of the Amalgamating Companies which are immovable in nature, whether or not included in the books of the Amalgamating Companies, including rights, interest and easements in relation thereto, the same shall stand transferred to the Amalgamated Company with effect from the Appointed Date 1, without any act or deed or conveyance being required to be done or executed by the Amalgamating Companies and/or the Amalgamated Company.

4.3 With respect to such assets and properties of Amalgamating Companies as on the Effective Date, as are movable in nature and are capable of transfer by physical delivery or endorsement and delivery or novation and delivery, including cash in hand, the same shall be so transferred to the Amalgamated Company and deemed to have been handed over by physical delivery or by endorsement and delivery or novation and delivery, as the case may be, to the Amalgamated Company to the end and intent that the property and benefit therein passes to the Amalgamated Company with effect from the Appointed Date 1.

4.4 In respect of the movable assets owned by the Amalgamating Companies as on the Effective Date, other than those mentioned in Clause 4.3 of Part II above, including actionable claims, sundry debtors, outstanding loans, advances, whether recoverable in cash or kind or for value to be received and deposits, if any, with the local and other authorities, body corporate(s), customers etc., Amalgamating Companies shall, if so required by the Amalgamated Company, may, issue notices or intimations in such form as the Amalgamated Company may deem fit and proper, stating that pursuant to NCLT having sanctioned this Scheme, the debt, loan, advance or other asset, be paid or made good or held on account of the Amalgamated Company, as the person entitled thereto, to the end and intent that the right of Amalgamating Companies to recover or realize the same stands transferred to the Amalgamated Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

4.5 All investments including the investments made by the Amalgamating Companies in the capital of other companies whether as shares, scrips, stocks, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates and other accrued benefits thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Companies including payment of stamp duty if any and/or the Amalgamated Company.

4.6 All assets and properties which are acquired by the Amalgamating Companies on or after the Appointed Date 1 but prior to the Effective Date shall be deemed to be and shall become the assets and properties of the Amalgamated Company and shall under the provisions of sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to be transferred to and vested in the Amalgamated Company upon the coming into effect of this Scheme pursuant to the provisions of sections 230 to 232 of the Act and other applicable provisions, if any, of the Act.

5. TRANSFER AND VESTING OF LIABILITIES

5.1 All debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Amalgamating Companies shall also, without any further act, instrument or deed, be transferred to or be deemed to be transferred to the Amalgamated Company so as to become as and from the Appointed Date 1 the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub Clause.

5.2 Upon this Scheme coming into effect and with effect from the Appointed Date 1, all liabilities of the Amalgamating Companies including all secured and unsecured debts, sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Amalgamating Companies of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Tribunal and in accordance with the provisions of section 230 to 232 and other applicable provisions of the Act, without any further act, instrument or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Amalgamated Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date 1 the Liabilities of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Companies, and the Amalgamated Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

5.3 All Liabilities of the Amalgamating Companies as on the Appointed Date 1, whether or not provided in the books of the Amalgamating Companies, and Liabilities incurred or which arise or accrue to the Amalgamating Companies on or after the Appointed Date 1 till the Effective Date, shall be deemed to be and shall become the Liabilities incurred by the Amalgamated Company by virtue of this Scheme.

5.4 Where any such Liabilities, duties and obligations of the Amalgamating Companies as on the Appointed Date 1 have been discharged or satisfied by the Amalgamating Companies after the Appointed Date 1 and prior to the Effective Date, such discharge or satisfaction shall be deemed to be for and on account of the Amalgamated Company.

5.5 Upon coming into effect of this Scheme, all credit facilities, sanctioned by banks or any other party, whether utilized or not, as on the Effective Date shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company as if the same were sanctioned to the Amalgamated Company.

5.6 All the existing securities, mortgages, charges, encumbrances, if any, as on the Appointed Date 1 and those created by the Amalgamating Companies after the Appointed Date 1, over the assets of the Amalgamating Companies, transferred to the Amalgamated Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Amalgamated Company. The Amalgamated Company shall not be obliged to create any further or additional securities after the Effective Date for any of the Amalgamating Companies' Liabilities.

5.7 All Liabilities (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Amalgamating Companies and the Amalgamated Company, shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Amalgamated Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date 1.

6. LEGAL PROCEEDINGS

Any pending suit/appeal or other proceedings of whatsoever nature relating to the Amalgamating Companies, whether by or against the Amalgamating Companies, shall not abate or be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Companies or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Companies , as if this Scheme had not been made.

7. CONTRACTS, APPROVALS, LICENCES, DEEDS

All contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, statutory licenses, permissions or approvals or consents exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses, certificates, tenancies, municipal permissions, balances with Government authorities, intellectual property rights including trade names, trademarks, service marks, copyrights, domain names, income tax credit, advance tax, applications for trade names, trademarks, service marks, copyrights, powers and facilities of every kind and description whatsoever, held by Amalgamating Companies required to carry on their respective operations or to the benefit of which, Amalgamating Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favor of the Amalgamated Company and may be enforced as fully and effectually without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of Amalgamated Company as if, instead of Amalgamating Companies, Amalgamated Company had been a party or beneficiary or obligee thereto. The benefit of all statutory and regulatory permissions, approvals and consents of Amalgamating Companies shall vest in and become available to Amalgamated Company pursuant to the Scheme.

8. EMPLOYEES, STAFF AND WORKMEN

8.1 From the Effective Date, all the employees of the Amalgamating Companies, who are predominantly employed in the Amalgamating Companies (the "Amalgamating Companies' Employees"), shall stand transferred, without any further act, instrument, deed, cost or charge and without notice or other intimation to any third party for their transfer, shall be deemed to have become the employees and staff of the Amalgamated Company and shall stand transferred to the Amalgamated Company, without any interruption of service and on terms and conditions no less favorable than those on which they are engaged by the Amalgamating Companies.

8.2 The Amalgamated Company agrees that the duration of service of all Amalgamating Companies' Employees with the Amalgamating Companies prior to the transfer, shall be taken into account for the purposes of all benefits to which such Amalgamating Companies' Employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits and accordingly, shall be reckoned from the date of their respective appointment in the Amalgamating Companies. The Amalgamated Company undertakes to pay the same, as and when payable under applicable laws.

8.3 It is the aim and intent of this Scheme that all the rights, duties, powers and obligations of the Amalgamating Companies in relation to the Amalgamating Companies' Funds shall become those of the Amalgamated Company and all the rights, duties and benefits of the Amalgamating Companies' Employees under the Amalgamating Companies' Funds and trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the Amalgamating Companies' Employees will be treated as having been continuous for the purpose of the Amalgamating Companies' Funds.

8.4 All contributions, including contributions towards any Amalgamating Companies' Funds made by the Amalgamating Companies on behalf of the Amalgamating Companies' Employees and all contributions made by the Amalgamating Companies' Employees, including the interests arising thereon, to the Amalgamating Companies' Funds, shall, upon this Scheme becoming effective, be transferred to the funds maintained by the Amalgamated Company along with the investments made by such Amalgamating Companies' Funds, which are referable and allocable to the Amalgamating Companies' Employees and the Amalgamated Company shall stand substituted for the Amalgamating Companies for all purposes whatsoever relating to the administration or operation of such Amalgamating Companies' Funds and in relation to the obligation to make contributions to the Amalgamating Companies'

Funds in accordance with the provisions thereof, as per the terms provided in the respective trust deeds or other documents, if any.

8.5 For avoidance of doubt, it is hereby clarified that all contributions made by the Amalgamating Companies in relation to the Amalgamating Companies' Employees and all contributions made by the Amalgamating Companies' Employees, to the Government provident fund, shall, upon this Scheme becoming effective, be transferred to the funds maintained by the Amalgamated Company with the provident fund authorities and the Amalgamated Company shall stand substituted for the Amalgamating Companies in relation to the obligation to make contributions to the Government provident fund in respect of the Amalgamating Companies' Employees, in accordance with applicable laws.

8.6 It is clarified that the trusts created by the Amalgamating Companies shall be transferred and/or continued by the Amalgamated Company, if permitted by law, failing which the Amalgamated Company shall establish similar trusts ensuring that there is continuity in this regard. The trustees, including the respective Board of Directors of the Amalgamating Companies and the Amalgamated Company, shall be entitled to adopt such course of action in this regard, as may be advised, provided however that there shall be no discontinuation or breakage in the service of the Amalgamating Companies' Employees. Notwithstanding the above the Board of Directors of the Amalgamated Company if it deems fit and subject to applicable law, shall be entitled to retain separate trust within the Amalgamated Company for the erstwhile fund of the Amalgamating Companies.

8.7 The contributions, if any, made by the Amalgamating Companies under applicable laws in connection with the Amalgamating Companies' Employees, to the Amalgamating Companies' Funds, for the period after the Appointed Date 1 shall be deemed to be contributions made by the Amalgamated Company.

9. TAXES

9.1 Any tax liabilities under the IT Act, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, Goods and Service tax Act, 2017 (GST), any other state Sales Tax / Value Added Tax laws, service tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Amalgamating Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date 1 shall be transferred to Amalgamated Company. Similarly all credits for taxes available under applicable Tax Laws including Minimum Alternate Tax, Sales Tax/ Value Added Tax and Service Tax, GST Act to the Amalgamating Companies or obligation for deduction/ collection of tax at source on any payment made by or to be made by the Amalgamating Companies shall be made or deemed to have been made and duly complied with by the Amalgamated Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated

Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the authorities.

9.2 All taxes (including income tax, wealth tax, GST, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.) paid or payable by the Amalgamating Companies in respect of the operations and/or the profits of the business on and from the Appointed Date 1, shall be on account of the Amalgamated Company and, insofar as it relates to the payment of such taxes, whether by way of deduction/ collection at source, advance tax or otherwise howsoever, by the Amalgamating Companies in respect of the profits or activities or operation of the business on and from the Appointed Date 1, the same shall be deemed to be the corresponding item paid by the Amalgamated Company, and shall, in all proceedings, be dealt with accordingly. The relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the said authorities.

9.3 Upon this Scheme becoming effective, the Amalgamated Company is expressly permitted to revise its financial statements and returns along with the prescribed forms, fillings and annexures under the Tax Laws including income tax returns, GST returns, service tax returns, sales tax and VAT returns and other tax returns (including revised returns) as may be necessary and expressly reserves the right to make such provisions in its returns, and to claim refunds and credits etc. pertaining to the Amalgamating Companies notwithstanding that the statutory period for such revision and filing may have lapsed.

9.4 The Amalgamated Company shall be entitled to claim and be allowed credit or benefits of all tax deduction certificates, advance tax, self-assessment tax or other tax payments, credits or drawbacks or any other credit or benefit of any tax, duty, cenvat, incentive etc., refunds arising out of the assessments made, with respect to the Amalgamating Companies, notwithstanding that such certificates or challans or any other documents for tax payments or credits/benefits etc. may have been issued or made in the name of the Amalgamating Companies. Such credit/ benefit shall be allowed without any further act or deed by the Amalgamated Company or the need for any endorsements on such certificates, challans, documents etc. to be done by the issuers or any authority. Further, any taxes paid and taxes deducted at source and deposited by the Amalgamated Company on inter se transactions during the period between the Appointed Date 1 and the Effective Date shall be treated as advance tax paid by the Amalgamated Company and shall be available to the Amalgamated Company for set-off against its liability under the IT Act and excess tax so paid shall be eligible for refund together with interest.

9.5 Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued, or TDS returns filed by the Amalgamating Companies shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued, and TDS returns were filed by the Amalgamated Company. Any TDS deducted by, or on behalf of the Amalgamating Companies on inter se transactions will be treated as advance tax deposited by the Amalgamated Company.

9.6 All deductions available to the Amalgamating Companies under Section 40, 40A, 43B etc. of the IT Act, in relation and pertaining to its business, shall be claimed as a deduction by the Amalgamated Company and the transfer of the entire business shall be considered as succession of business by the Amalgamated Company.

9.7 Without prejudice to the generality of the above, all benefits including under the income tax, GST, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Amalgamating Companies is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Amalgamated Company.

9.8 All the expenses incurred by the Amalgamating Companies and the Amalgamated Company in relation to this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to each of the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective from Appointed Date 1.

10. ENCUMBRANCES

10.1 The transfer and vesting of the assets of the Amalgamating Companies to and in the Amalgamated Company shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

10.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date 1 and created by the Amalgamating Companies after the Appointed Date 1, over the assets or any part thereof transferred to the Amalgamated Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to any facility, debts or any liabilities of the Amalgamating Companies, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date and as are transferred to Amalgamated Company and such Encumbrances shall not relate or attach to any of the other assets of Amalgamated Company.

10.3 The existing Encumbrances over the assets and properties of the Amalgamated Company or any part thereof which relate to the liabilities and obligations of Amalgamated Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Amalgamating Companies transferred to and vested in Amalgamated Company by virtue of this Scheme.

10.4 Any reference to the Amalgamating Companies in any security documents or arrangements to which the Amalgamating Companies is a party and its assets and properties, shall be construed as a reference to the Amalgamated Company and the assets and properties of the Amalgamating Companies transferred to the Amalgamated Company by virtue of this Scheme.

10.5 It is hereby provided that all documents executed and/or filed including but not limited to documents related to charges, encumbrance or right, whether or not registered with any Governmental authority (including Registrar of Companies) or any other person as regards the transfer and vesting of assets of the Amalgamating Companies, shall be deemed to have been executed and/or filed and/or registered by the Amalgamated Company, and the Amalgamated Company shall not be required to execute and/or perform any further act, instrument or deed separately. It is further clarified that filing of the certified copy(ies) of the Order of the High Court sanctioning this Scheme with the Registrar of Companies shall be deemed to be sufficient for modifying or creating the charges in favor of the secured creditors of the Amalgamating Companies as against the Amalgamated Company, as applicable, as required as per the provision of this Scheme.

10.6 Further, where any document in case of any encumbrance, charge and/or right created by the Amalgamating Companies, is transferred to or replaced by the Amalgamated Company, no duty (including stamp duty), levy and/or cess of any nature will be payable by the Amalgamated Company at the time of replacement and/or modification of the encumbrance, charge and/or right with any Governmental authority (including Registrar of Companies) or any other person as the case maybe and the duty and other levies already paid by the Amalgamating Companies shall be deemed to have been paid by the Amalgamated Company.

10.7 Upon the coming into effect of this Scheme, the Amalgamated Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

10.8 It is expressly provided that, save as herein provided, no other terms or conditions of the Liabilities transferred to Amalgamated Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

10.9 The provisions of this Clause shall operate in accordance with the terms of the Scheme, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings or the terms of sanction shall be deemed to stand modified and/or superseded by the foregoing provisions.

11. SAVING OF CONCLUDED TRANSACTIONS

11.1 The transfer and vesting of the assets, liabilities and obligations of Amalgamating Companies , pursuant to this Scheme, and the continuance of the legal proceedings by or against Amalgamated Company shall not affect any transactions or proceedings already completed by Amalgamating Companies , on and after the Appointed Date 1, to the end and intent that Amalgamated Company accepts all acts, deeds and things done and executed by and / or on behalf of Amalgamating Companies , as acts, deeds and things done and executed by and / or on behalf of Amalgamated Company.

11.2 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolutions of the Board of Directors of the Amalgamating Companies, including resolutions of any committees authorized by and comprising inter alia of members of the Board of Directors of the Amalgamating Companies, as are considered necessary by the Board of Directors of the Amalgamated Company and which are validly subsisting, shall be considered as resolutions of the Amalgamated Company. The approval of the shareholders of the Amalgamated Company to this Scheme shall be deemed enough to be sufficient for the purposes of effecting the above, and no further resolution would be required to be separately passed or taken.

12. CONSIDERATION

12.1 There will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Companies with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and the entire paid up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in the Amalgamating Companies shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective.

13. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY

13.1 Upon the Scheme coming into effect from the Appointed Date 1, Amalgamated Company shall account in its books of accounts as mentioned under and in accordance with the Indian Accounting Standard (IND AS) 103 (Appendix C- Business combinations for entities under common control) for Business Combination prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time.

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATING COMPANIES

Upon the Scheme coming into effect from the Appointed Date 1 and subject to Clause 3 of Part II of the Scheme, the Amalgamating Companies shall stand dissolved, hence no accounting treatment is prescribed for the Amalgamating Companies pursuant to this Scheme.

15. INTER SE TRANSACTIONS

With effect from the Effective Date, to the extent that there are inter-corporate loans or balances among any of the Amalgamating Companies and/or the Amalgamated Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be.

16. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

With effect from the Appointed Date 1 and until occurrence of the Effective Date:

16.1 Amalgamating Companies undertake to carry on and shall be deemed to have carried on all their respective business activities and stand possessed of their properties and assets, for and on account of and in trust for Amalgamated Company;

16.2 All profits accruing to Amalgamating Companies and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be, of Amalgamated Company;

16.3 Amalgamating Companies shall carry on their respective business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and may undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/assets without requiring any prior approval from the Amalgamated Company.

16.4 Except by mutual consent of the Board of Directors of Amalgamating Companies and Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date 1 or as part of this Scheme, pending sanction of this Scheme by NCLT, Amalgamating Companies shall not make any change in their respective capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organization or in any other manner, which would have the effect of re-organization of capital of either of Amalgamating Companies;

16.5 Amalgamating Companies shall not vary or alter, except in the ordinary course of their respective business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of Amalgamating Companies, the terms and conditions of employment of any of their employees, nor shall they conclude settlement with any union or their employees except with the written concurrence of Amalgamated Company; and

16.6 Amalgamating Companies shall not amend their Memorandum of Association and / or their Articles of Association, except with the written concurrence of Amalgamated Company.

17. OTHER ENTITLEMENTS

17.1 All cheques and other negotiable instruments, payment orders received in the name of the Amalgamating Companies after the Effective Date shall be accepted by the bankers of Amalgamated Company and credited to the account of Amalgamated Company. Similarly, the bankers of Amalgamated Company shall honor cheques issued by the Amalgamating Companies for payment after the Effective Date.

17.2 Till such time that the names of the respective bank accounts of the Amalgamating Companies are replaced with that of the Amalgamated Company, the Amalgamated Company shall be entitled to operate the bank accounts of the Amalgamating Companies, in its name, in so far as may be necessary.

17.3 All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Amalgamating Companies after the Effective Date shall be accepted by the bankers of the Amalgamated Company and credited to the account of the Amalgamated Company, if presented by the Amalgamated Company. The Amalgamated Company shall be allowed to maintain bank accounts in the name of the Amalgamating Companies for such time as may be determined to be necessary by the Amalgamated Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Amalgamating Companies. It is hereby expressly clarified that any legal proceedings by or against the Amalgamating Companies in relation to the cheques and other negotiable instruments payment orders received or presented for encashment which are in the name of the Amalgamating Companies shall be instituted, or as the case maybe, continued by or against the Amalgamated Company after the coming into effect of the Scheme.

18. COMBINATION OF AUTHORISED SHARE CAPITAL

Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Companies in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Companies shall stand transferred from the authorized share capital of the Amalgamating Companies to the authorized share capital of the Amalgamated Company and for this purpose the stamp duties and fees paid on the authorized share capital of Amalgamating Companies shall be utilized and applied to the increased authorized share capital of Amalgamated Company and no payment of any additional stamp duty and / or fee shall be payable by Amalgamated Company for increase in the authorized share capital to that extent.

19. COMPLIANCE WITH SECTION 2(1B) OF THE IT ACT

19.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the Tax laws, including Section 2(1B) of the IT Act and other relevant Sections (including Section 47) of the IT Act, which include the following:

(a) All the property of the amalgamating company or companies immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;

(b) All the liabilities of the amalgamating company or companies immediately before the amalgamation become the liabilities of the amalgamated company by virtue of the amalgamation; and

(c) Shareholders holding not less than three-fourths in value of the shares in the amalgamating company or companies (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the amalgamated company or its subsidiary) become shareholders of the amalgamated company by virtue of the amalgamation, otherwise than as a result of the acquisition of the property of one company by the other company pursuant to the purchase of such property by the other company or as a result of the distribution of such property to the other company after the winding up of the first mentioned company.

19.2 If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or substitution of the IT Act with any other statute / code / norms or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments as may become necessary shall, vest with the Board of Directors of the Amalgamated Company or its authorized representatives, which power shall be exercised reasonably in the best interests of the Amalgamating Companies and its stakeholders, and which power can be exercised at any time, whether before or after the Effective Date.

20. DISSOLUTION OF THE AMALGAMATING COMPANIES

Upon this Scheme becoming effective, Amalgamating Companies shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the Effective Date, the name of each of the Amalgamating Companies shall be struck off from the records of the Registrar of Companies.

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PART – III - DEMERGER OF DEMEGED UNDERTAKING OF THE DEMERGED COMPANY WITH RESULTING COMPANY

SECTION A – DEFINITIONS AND DETAILS OF SHARE CAPITAL

1. Definitions

1.1 **“Appointed Date 1”** for the purpose of Part III of this Scheme means the date on which the Scheme of Arrangement is sanctioned by the Hon’ble National Company Law Tribunal

1.2 **“Demerged Company”** shall have the meaning as ascribed to it in Clause A(5)above.

1.3 **“Demerged Undertaking”** shall mean and include all the business undertaking of the Demerged Company as identified by the board of directors as engaged in the activities and operations pertaining to strategic investments in shares and securities of unlisted companies including group companies, on a going concern basis or any other investments as on the Appointed Date 1. Without prejudice to the generality of the above, the Demerged Undertaking shall include the following:

a. All the assets and liabilities and obligations of the Demerged Company as on the Appointed Date 1, belonging to, or forming part of, or relating or appertaining to, or attributable to the Demerged Undertaking and shall include without limitation:

- All investments in securities whether current or non-current (other than investments relatable to the Remaining Business);
- All current assets or non-current assets, stock-in-trade, cash, bank, account receivables, loans and advances and other assets;
- Security deposits, earnest monies, advance lease rentals or other payments made to the lessors or suppliers;
- All advances, deposits and balances with Government, Semi- Government, Local and other authorities and bodies, customers and other persons;
- Rights, powers, authorities, approvals, consents, letters of intent, registrations, contracts, leasehold rights, engagements, intangibles i.e. trademarks, trade names, and intellectual property, other rights, facilities, privileges, benefits including tax benefits, concessions and advantages of any nature whatsoever.

b. All debts, liabilities, contingent liabilities, duties and obligations, secured or unse cured, whether provided for or not in the books of accounts or disclosed in the balance sheets relating to or appertaining to the Demerged Undertaking;

c. For the purpose of this Scheme, it is clarified that liabilities pertaining to the Demerged Undertaking include:

i. The liabilities which arise out of the activities or operations of the Demerged Undertaking;

ii. Specific loans and/or borrowings raised, incurred and or utilized solely for the activities or operations of the Demerged Undertaking;

iii. Liabilities other than those referred to in Sub Clause (i) and (ii) above and not directly relatable to such business being the amount of any general or multipurpose borrowings of the Demerged Company shall be allocated to the Demerged Undertaking, in the same proportion which the value of the assets transferred under this Clause bears to the total value of assets of the Demerged Company, immediately before giving effect to the demerger.

For the avoidance of doubt, it is hereby clarified that the Demerged Undertaking does not include any of the liabilities and obligations forming part of the Remaining Business.

d. All employees of the Demerged Company engaged in or in relation to the Demerged Undertaking as identified by the Board of Directors of the Demerged Company, as on the Effective Date;

e. All legal or other proceedings of whatsoever nature that pertain to the Demerged Undertaking;

f. All books, records, files, papers, computer programs, and other records whether in physical or electronic form, directly or indirectly in connection with or relating to the Demerged Undertaking;

Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking, shall be decided by mutual agreement between the Board of Directors of the Demerged Company and the Resulting Company.

1.4 **"Effective Date"** means last of the dates on which the certified copy of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme are filed by the Demerged Company and Resulting Company with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to the "date of coming into effect of this Scheme" or "effectiveness of the Scheme" or "Scheme taking effect" shall mean the Effective Date.

1.5 **"Remaining. Business of the Demerged Company"** means the business of GPIL in relation to manufacturing and providing metering and metering solutions, undertaking engineering, construction and contracts on turnkey basis and comprising of all assets (including shares in the companies engaged in similar business activity), properties, and liabilities, obligations, claims and demands of the Demerged Company other than that comprised in Demerged Undertaking, as defined in Clause 1.3 of Part III of the Scheme.

1.6 **"Record Date 1"** means the date to be fixed by the Board of Directors of the Demerged Company, after procuring consent of the Board of Directors of the Demerged Company for the purpose of determining the members to whom shares of the Resulting Company will be issued and allotted in terms of Clause 13 of Part III of the Scheme.

1.7 **"Resulting Company"** shall have the meaning as ascribed to it in Clause A(1) above.

2. DETAILS OF SHARE CAPITAL

2.1 Demerged Company

Particulars	Amount in Rs.
Authorized Share Capital	
631,600,000 equity shares of Re. 1/- each	63,16,00,000
504,000, 10% Redeemable preference shares of Rs.100/-each	5,04,00,000
15,00,000 preference shares of Rs.100/- each	15,00,00,000
Total	**83,20,00,000**
Issued, Subscribed and Paid-up	
25,73,58,965 equity shares of Re. 1/- each	25,73,58,965
Total	**25,73,58,965**

Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

2.2 Resulting Company

The Share Capital of the Resulting Company as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,00,00,000 equity shares of Rs. 2/- each	6,00,00,000
3,00,000 0% Redeemable preference shares of Rs. 100/ each	3,00,00,000
Total	**9,00,00,000**
Issued, Subscribed and Paid-up Capital	
1,49,26,440 equity shares of Rs. 2/- each	2,98,52,880
1,00,000 0% Redeemable Preference Shares of Rs. 100/ each	1,00,00,000
Total	**3,98,52,880**

Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

SECTION B - DEMERGER OF DEMERGED UNDERTAKING OF THE DEMERGED COMPANY, INTO THE RESULTING COMPANY

3. TRANSFER AND VESTING OF BUSINESS OF THE DEMERGED UNDERTAKING

With effect from the Appointed Date 1 or such other date as may be fixed or approved by the NCLT and upon the Scheme becoming effective, the Demerged Undertaking of the Demerged Company shall be transferred to and vested in the Resulting Company in the following manner:

3.1 The whole of the Demerged Undertaking of the Demerged Company as defined in Clause 1.3 of Part III of the Scheme shall under the provision of Sections 230 to 232 and all other applicable provisions, if any, of the Act, and pursuant to the order of the NCLT or any other appropriate authority sanctioning this Scheme and without any further act or deed, be demerged from, transferred to and vested in or be deemed to have been demerged from, transferred to and vested in the Resulting Company, as a going concern, as and from the Appointed Date 1.

3.2 This Scheme has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the IT Act. If any terms or provisions of this Scheme are found to be interpreted or inconsistent with the said provisions at a later date including resulting from amendment of any Applicable Law or for any other reason whatsoever, the provisions of the said section of the IT Act shall prevail and this Scheme shall stand modified to the extent necessary to comply with the Section 2(19AA) of the IT Act.

4. TRANSFER AND VESTING OF ASSETS

Upon this Scheme becoming effective and with effect from the Appointed Date 1, the assets of the Demerged Undertaking shall stand transferred and vested in the Resulting Company in the following manner:

4.1 In respect of such assets of the Demerged Undertaking as are movable in nature or otherwise capable of being transferred by physical delivery, by paying over or by endorsement and delivery, the same shall be so transferred by the Demerged Company, without requiring any deed or conveyance for the same and shall become the property of the Resulting Company as an integral part of the Demerged Undertaking.

4.2 In respect of assets (including all immovable properties, assets and rights whether contingent or not, in the immovable property whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto)forming a part of the Demerged Undertaking other than those referred to in Clause 4.1 of Part III of the Scheme, the same shall be transferred to and vested in and/or be deemed to be transferred to and vested in the Resulting Company on the Appointed Date 1 pursuant to the provisions of Sections 230 to 232 of the Act. In respect of such assets including actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind or for value to be received and deposits with the Government, Semi-

Government, local and other authorities and bodies and customers, the Resulting Company may, and the Demerged Company shall, on being so requested by the Resulting Company, issue notices in such form as the Resulting Company specifies stating that pursuant to the NCLT or such other competent authority having sanctioned this Scheme, the relevant debt, loan, advance, deposit or other asset, be paid or made good to, or be held on account of, the Resulting Company, as the person entitled thereto, to the end and intent that the right of the Demerged Company to receive, recover or realize the same, stands transferred to the Resulting Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

4.3 Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme on the Appointed Date 1, all consents, permissions, licenses, approvals, certificates, assignment, allotments, power of attorney given by, issued to or executed in favor of the Demerged Undertaking of the Demerged Company, shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favor of the Resulting Company, and the rights and benefits under the same shall be available to the Resulting Company. Any registration fees, charges etc. paid by the Demerged Company in relation to the aforementioned consents, permissions, licenses, approvals, certificates, clearances and authorities, etc. shall be deemed to have been paid by the Resulting Company and consequently, the concerned Government authority shall carry out necessary mutations in favor of the Resulting Company.

4.4 All assets, estate, rights, title, interest and authorities acquired by the Demerged Company after the Appointed Date 1 and prior to the Effective Date in relation to the Demerged Undertaking, shall also stand transferred (along with the encumbrances, charges and / or rights thereon) to and vested in the Resulting Company with effect from the relevant date in accordance with and in the manner prescribed in Clause 4.1 and Clause 4.2 of Part III of the Scheme above. Further, no duty (including stamp duty), levy, cess of any nature will be payable by the Resulting Company at the time of replacement of the encumbrance, charge and/or right covered above with respect to the assets

4.5 It is hereby provided that all documents executed and/or filed including but not limited to documents related to charges, encumbrance or right, whether or not registered with any Governmental authority (including Registrar of Companies) or any other person as regards the transfer and vesting of Demerged Undertaking of the Demerged Company, shall be deemed to have been executed and/or filed and/or registered by the Resulting Company, and the Resulting Company shall not be required to execute and/or perform any further act, instrument or deed separately.

4.6 Further, where any document in case anyencumbrance, charge and/or right created by the Demerged Company with respect to the Demerged Undertaking mentioned in this Clause, is transferred to or replaced by the Resulting Company, no duty (including stamp duty), levy and/or cess of any nature will be payable by the Resulting Company at the time of replacement of the encumbrance, charge and/or right and the duty and other levies already paid by the Demerged Company shall be deemed to have been paid by the Resulting Company.

4.7 Where there is any question as to the matter of whether any asset forms a part of or pertains to the Demerged Undertaking, a decision of the Board of Directors of the Demerged Company taken on such matter prior to the Effective Date with due regard to the background and rationale of this Scheme will be determinative.

5. TRANSFER AND VESTING OF LIABILITIES

Upon the coming into effect of this Scheme, the liabilities and obligations forming a part of the Demerged Undertaking as on the Appointed Date 1 shall be transferred / dealt with in the following manner:

5.1 It is clarified that all the liabilities and obligations of the Demerged Company which arose out of the activities of the Demerged Undertaking as on the Appointed Date 1, shall be deemed to have been transferred to the Resulting Company and to the extent they are outstanding on the Effective Date shall, without any further act or deed, be transferred to the Resulting Company and shall thereupon become the liabilities and obligations of the Resulting Company which the Resulting Company undertakes to meet, discharge and satisfy to the exclusion of the Demerged Company.

5.2 All liabilities including loans and borrowings present, future, and contingent liabilities and obligations of the Demerged Company allocable or pertaining to the Demerged Undertaking, including guarantees in respect of borrowings pertaining to or relatable to the Demerged Undertaking, shall without any further act or deed, become liabilities, loans and borrowings of the Resulting Company, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against the Resulting Company as if it had entered into such loans and incurred such borrowings. For the purpose of this Scheme, it is clarified that the Liabilities shall include:

(a) The liabilities which arise out of the activities or operations of the Demerged Undertaking;

(b) The specific loans or borrowings raised, incurred and utilized solely for the activities and operations of the Demerged Undertaking, if any; and

(c) So much of the amounts of the general or multipurpose borrowings of the Demerged Company, if any, allocable to the Demerged Undertaking as stand in the same proportion in which the value of the assets transferred under this Scheme bear to the value of the assets of the Demerged Company immediately before the demerger, as prescribed under section 2(19AA) of the IT Act.

5.3 Subject to the provisions of this Clause and from the Effective Date, the Resulting Company alone shall be eligible to perform all obligations in respect of the liabilities forming part of the Demerged Undertaking as the borrower/issuer thereof, and the Demerged Company shall not have any obligation in respect of such transferred liabilities forming a part of the Demerged Undertaking.

5.4 Where any of the liabilities and obligations of the Demerged Company, as on the Appointed Date 1, deemed to be transferred to the Resulting Company have been discharged by the Demerged Company after the Appointed Date 1 and prior to the

Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company, all loans raised and used and all liabilities and obligations incurred by the Demerged Company forming part of the Demerged Undertaking after the Appointed Date 1 and prior to the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become the liabilities and obligations of the Resulting Company which shall meet, discharge and satisfy the same to the exclusion of the Demerged Company.

5.5 The provisions of this Clause shall operate notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant liability or obligation relates or the terms of sanction or issue of any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

5.6 For the avoidance of doubt, it is hereby clarified and agreed that no liabilities and obligations forming a part of the Remaining Business shall be transferred or assumed by the Resulting Company and the Demerged Company shall be responsible in relation to meeting or discharging such liabilities or obligations.

5.7 Where there is any question as to the matter of whether any liability or obligation forms a part of or pertains to the Demerged Undertaking, a decision of the Board of Directors of the Demerged Company taken on such matter prior to the Effective Date with due regard to the background and rationale of this Scheme will be determinative.

6. LEGAL PROCEEDINGS

Upon the Scheme becoming effective, and with effect from the Appointed Date 1, all litigation, arbitration and other proceedings of the Demerged Undertaking shall be transferred / dealt in the following manner:

6.1 All legal, taxation, arbitration or other proceedings (including before any statutory or quasi-judicial authority or tribunal) ('Proceedings') by or against the Demerged Company, whether pending on the Appointed Date 1 or which may be instituted any time in future and in each case relating to the Demerged Undertaking shall be continued and enforced by or against the Resulting Company after the Effective Date to the extent legally permissible. To the extent, such proceedings cannot be taken over by the Resulting Company, the proceedings shall be pursued by the Demerged Company as per the instruction of and entirely at the cost of the Resulting Company.

6.2 The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company, referred to in Clause 6.1 of Part III of the Scheme above, transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company, after the Effective Date. In the event that the Demerged Company is required to be joined as a necessary party in any such proceedings, the Demerged Company shall be added as a necessary party to enable the Resulting Company to prosecute / defend such proceedings and Resulting Company shall reimburse and indemnify Demerged Company against all costs, liabilities and obligations incurred by Demerged Company, if any, in respect thereof.

6.3 All legal, taxation, arbitration or other proceedings (including before any statutory or quasi-judicial authority or tribunal) by or against the Demerged Company, whether pending on the Appointed Date 1 or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company.

7. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

Upon this Scheme becoming effective, and with effect from the Appointed Date 1, all contracts, deeds, approval, permits etc. of the Demerged Undertaking shall be deemed transferred /assigned and dealt in the following manner:

7.1 All contracts, deeds, bonds, schemes, arrangements and other instruments, if any, of whatsoever nature and relating to the Demerged Undertaking to which the Demerged Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in force and effect against or in favor of, as the case may be, the Resulting Company, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or oblige thereto.

7.2 Without prejudice to the other provisions of the Scheme and notwithstanding that the vesting of the Demerged Undertaking with the Resulting Company occurs by virtue of the Scheme itself, the Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, writings, confirmations, novation, tripartite agreements, declarations, or other documents with, or in favor of any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed merely in order to give formal effect to the above provisions. The Resulting Company, shall under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Demerged Company to be carried out or performed.

7.3 For avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon coming into effect of the Scheme, on the Appointed Date 1, all consents, permissions, licenses, certificate, authorities given by, issued to or executed in favor of the Demerged Company in relation to the Demerged Undertaking shall stand transferred to and vested in the Resulting Company as if the same were originally given by, issued to or executed in favor of the Resulting Company, and the Resulting Company shall file the relevant intimations, if any, for the record of the statutory authorities who shall take them on file, pursuant to the Scheme coming into effect and the rights and benefits under such consents, permissions, licenses, certificates etc., shall be available to the Resulting Company . Any registration fees, charges etc. paid by the Demerged Company in relation to the aforementioned consents, permissions, licenses, approvals, certificates, clearances and authorities, shall deemed to have been paid by the Resulting Company.

7.4 It is clarified that if any contract, deed, bond, agreements, scheme, arrangements, or other instruments of whatsoever nature in relation to the Demerged Undertaking, to which the Demerged Company is a party cannot be transferred to the Resulting Company for any reason whatsoever, the Demerged Company shall hold such contract, deed, bond, agreements, scheme, arrangements, or other instruments of whatsoever nature in trust for the benefit of the Resulting Company.

7.5 In pursuance of the Scheme, the Demerged Company and Resulting Company shall agree to execute suitable agreements, deeds, affidavits, consent letters, power of attorney, applications and other documents and enter into such arrangements as may be required for giving effect to this Scheme.

7.6 The agreements executed prior to Effective Date between (a) the Resulting Company and the Demerged Company; and (b) the Resulting Company and other group companies, shall be subject to the approval of the Board and shareholders of the Demerged Company and the Resulting Company (as applicable), which shall be obtained prior to Effective Date and once executed and approved by the respective Board and shareholders of the Demerged Company and the Resulting Company (as applicable), such agreements shall be binding on the parties thereto.

8. EMPLOYEES, STAFF AND WORKMEN

Upon this Scheme becoming effective:

8.1 All the employees of the Demerged Company, who are predominantly employed in the Demerged Undertaking (the "Demerged Company Employees"), shall stand transferred to the Resulting Company on terms and conditions not less favorable than those on which they were engaged by the Demerged Company (including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans, superannuation plans and any other retirement benefits) without any interruption in service as a result of transfer of the Demerged Undertaking of the Demerged Company to the Resulting Company.

8.2 The Resulting Company agrees that the services of all the Demerged Company Employees prior to the transfer, as aforesaid, shall be taken into account for the purpose of the benefit to which the said Demerged Company Employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans, superannuation plans and any other retirement benefits and accordingly be reckoned therefore from the date of their respective appointment in the Demerged Company.

8.3 The existing provident fund, gratuity fund and pension and/or superannuation fund trusts, if any, of which the Demerged Company Employees, being transferred under Clause 8.1 of Part III of the Scheme to the Resulting Company, are members or beneficiaries, Appointed Date 1along with the accumulated contributions therein till the Effective Date, shall with the approval of the concerned authorities if so required, be transferred to and continued without any break, to be administered by the Resulting Company for the benefit of such Demerged Company Employees on the same terms and conditions. Accordingly, the balances in the provident fund, gratuity fund and pension and/or superannuation fund, if any, pertaining to the said Demerged Company Employees, and at the direction of the Resulting Company, shall either be continued as separate funds of the Resulting Company for the benefit of such Demerged Company Employees or be transferred to and merged with the similar funds of the Resulting Company. In the event that the Resulting Company does not have its own funds in respect of any of the above, the Resulting Company, may subject to the necessary approvals and permissions, continue to contribute to the relevant funds of the Demerged Company, until such time that the Resulting Company creates its own funds/ arrangements at which time the funds and the investments and contribution pertaining to the concerned Demerged Company Employees shall be transferred to the funds created by the Resulting Company.

8.4 For the avoidance of doubt, it is hereby clarified and agreed that all liabilities, obligations or claims, in connection with any current or former officer or employee of the Demerged Company, other than the Demerged Company Employees, shall not transfer to or vest in the Resulting Company and the Demerged Company shall be responsible in relation to meeting or discharging such liabilities or obligations or claims.

8.5 Where there is any question as to the matter of whether any employee forms a part of the Demerged Undertaking or Remaining Business, a decision of the Board of Directors of the Demerged Company taken on such matter prior to the Effective Date with due regard to the background and rationale of this Scheme will be determinative.

9. TAXES

Upon this Scheme becoming effective and with effect from Appointed Date 1:

9.1 Any tax liabilities under the IT Act, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, Goods and Service tax Act, 2017 (GST), any other state Sales Tax / Value Added Tax laws, service tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as “Tax Laws") dealing with taxes/ duties/ levies allocable or related to the Demerged Undertaking of the Demerged Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date 1 shall be transferred to Resulting Company. Similarly all credits for taxes available under applicable Tax Laws including Minimum Alternate Tax, Sales Tax/ Value Added Tax and Service Tax, GST Act to the Demerged Company in relation with the Demerged Undertaking or obligation for deduction/ collection of tax at source on any payment made by or to be made by the Demerged Company in relation with the Demerged Undertaking shall be made or deemed to have been made and duly complied with by the Resulting Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Resulting Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the authorities.

9.2 All taxes (including income tax, wealth tax, GST, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.) paid or payable by the Demerged Company in relation with the Demerged Undertaking in respect of the operations and/or the profits of the business on and from the Appointed Date 1, shall be on account of the Resulting Company and, insofar as it relates to the payment of such taxes, whether by way of deduction/ collection at source, advance tax or otherwise howsoever, by the Demerged Company in relation with the Demerged Undertaking in respect of the profits or activities or operation of the business on and from the Appointed Date 1, the same shall be deemed to be the corresponding item paid by the Resulting Company, and shall, in all proceedings, be dealt with accordingly. The relevant authorities shall be bound to transfer to the account of and give credit for the same to Resulting Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the said authorities.

9.3 Upon this Scheme becoming effective, the Resulting Company is expressly permitted to revise its financial statements and returns along with the prescribed forms, fillings and annexures under the Tax Laws including income tax returns, GST returns, service tax returns, sales tax and value added tax returns and other tax returns (including revised returns) as may be necessary and expressly reserves the right to make such provisions in its returns, and to claim refunds and credits etc. pertaining to the Demerged Undertaking of the Demerged Company notwithstanding that the statutory period for such revision and filing may have lapsed.

9.4 The Resulting Company shall be entitled to claim and be allowed credit or benefits of all tax deduction certificates, advance tax, self-assessment tax or other tax payments, credits or drawbacks or any other credit or benefit of any tax, duty, cenvat, incentive etc. relating to the Demerged Undertaking of the Demerged Company, notwithstanding that such certificates or challans or any other documents for tax payments or credits/benefits etc. may have been issued or made in the name of the Demerged Undertaking of the Demerged Company. Such credit/ benefit shall be allowed without any further act or deed by the Resulting Company or the need for any endorsements on such certificates, challans, documents etc. to be done by the issuers or any authority. Further, any taxes paid and taxes deducted at source and deposited by the Resulting Company on inter se transactions during the period between the Appointed Date 1 and the Effective Date shall be treated as advance tax paid by the Resulting Company and shall be available to the Resulting Company for set-off against its liability under the IT Act and excess tax so paid shall be eligible for refund together with interest.

9.5 Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued, or TDS returns filed by the Demerged Company in relation to Demerged Undertaking shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued, and TDS returns were filed by the Resulting Company. Any TDS deducted by, or on behalf of the Demerged Company in relation to Demerged Undertaking on inter se transactions will be treated as advance tax deposited by the Resulting Company.

9.6 All deductions available to the Demerged Company in relation to Demerged Undertaking under Section 40, 40A, 43B etc. of the IT Act, shall be claimed as a deduction by the Resulting Company and the transfer of the entire business shall be considered as succession of business by the Resulting Company.

9.7 Any refund under the Tax Laws due to Demerged Company in relation to Demerged Undertaking consequent to the assessments made on Demerged Company in relation to Demerged Undertaking and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 1 shall also belong to and be received by the Resulting Company.

9.8 Without prejudice to the generality of the above, all benefits including under the income tax, GST, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Demerged Company in relation to Demerged Undertaking is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Resulting Company.

9.9 All the expenses incurred by the Demerged Company and the Resulting Company in relation to this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to each of the Demerged Company and the Resulting Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective from Appointed Date 1.

10. ENCUMBRANCES

10.1 The transfer and vesting of the Demerged Undertaking under Clause 3 of Part III of the Scheme above, shall be subject to the existing securities, charges and mortgages, if any in relation to the liabilities of the Demerged Undertaking transferred by the Demerged Company.

10.2 In so far as the assets comprised in the Demerged Undertaking are concerned, the existing securities, mortgages, charges, encumbrances or liens, if any, over or in respect of any of the assets or any part thereof or charge over such assets relating to any loans or borrowing of the Demerged Company, shall without any further act or deed, be released and discharged from the same and shall no longer be available as security in relation to those liabilities retained in the Demerged Company.

10.3 In so far as the assets retained in the Demerged Company are concerned, the security over such assets, to the extent they relate to the liabilities transferred under Clause 5 of Part III of the Scheme, shall, without any further act, instrument or deed be released and discharged from such security. The absence of any formal amendment which may be required by a lender or a third party in order to effect such release shall not affect the operation of the foregoing sentence.

11. SAVING OF THE CONCLUDED TRANSACTIONS

11.1 The transfer and vesting of the assets, liabilities and obligations of the Demerged Undertaking as per this Scheme and continuance of the proceedings by or against the

Resulting Company under Clause 6 of Part III of the Scheme hereof shall not affect any transactions or proceedings, already completed by the Demerged Company on or before the Appointed Date 1 to the end and intent that the Resulting Company accept all acts, deeds and things done and executed by and/or on behalf of the Demerged Company as acts, deeds and things done and executed by and on behalf of the Resulting Company.

11.2 Upon the coming into effect of the Scheme and with effect from the Appointed Date 1, the resolutions of the Board of Directors of the Demerged Company pertaining to Demerged Undertaking including resolutions of any committees authorized by and comprising inter alia of members of the Board of Directors of the Demerged Company pertaining to Demerged Undertaking, as are considered necessary by the Board of Directors of the Resulting Company and which are validly subsisting, shall be considered as resolutions of the Resulting Company.

12. BUSINESS AND PROPERTY IN TRUST FOR THE RESULTING COMPANY

12.1 With effect from the Appointed Date 1 and up to and including the Effective Date, the Demerged Company shall be deemed to have been carrying on all the business and activities relating to the Demerged Undertaking for and on account of and in trust for the Resulting Company.

12.2 All cash, receivables and profits accruing to the Demerged Company or losses arising or incurred (including the effect of taxes if any thereon) after the Appointed Date 1 and up to and including the Effective Date, relating to the Demerged Undertaking shall for all purposes, be treated as cash, receivables, profits or losses, as the case may be, of the Resulting Company. Also from the Appointed Date 1 up to the Effective Date any appreciation in or accretion or entitlement to the Demerged Undertaking, by virtue of a dividend or issue of shares, bonus, capital reorganization or otherwise pursuant to the Scheme undertaken by the investee companies whose shares, units, etc. form a part of the assets of the Demerged Undertaking of the Demerged Company, as the case may be shall be deemed to have also been issued, transferred and vested in the Resulting Company by virtue of this Scheme.

12.3 The Demerged Company hereby confirms that it has and shall continue up to the Effective Date, to preserve and carry on the Demerged Undertaking, in the ordinary course as a going concern, consistent with past practices and with reasonable diligence and business prudence.

13. CONSIDERATION

13.1 Upon effectiveness of this Scheme and in consideration for the transfer of the Demerged Undertaking of the Demerged Company into the Resulting Company, the Resulting Company shall, without any further act or deed, issue and allot to each member of the Demerged Company whose name is recorded in the register of members as on Record Date 1 (or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following equity shares:

"1 (One) Equity share of face value Rs. 2 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity share of face value of Rs 1 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company"

It is clarified that no cash consideration shall be paid by the Resulting Company to the Demerged Company or its shareholders.

13.2 The aforesaid ratio for the issue of equity shares by the Resulting Company against the equity shares held by the shareholders in the Demerged Company is based on the recommendations made in the Share Entitlement Report dated December 4, 2020 issued by BDO Valuation Advisory LLP, Registered valuer.

13.3 Any fractional entitlement arising out of the issue and allotment of the shares issued by the Resulting Company pursuant to Clause 13.1 of Part III of the Scheme, shall be rounded up to the next integer and be issued free from all liens, charges, equitable interests, encumbrances and other third-party rights of any nature whatsoever.

13.4 The equity shares to be issued and allotted pursuant to Clause 13.1 of Part III of the Scheme, shall in all respects, rank pari-passu in all respect, including dividends, with the existing equity shares of the Resulting Company.

13.5 Subject to Applicable Laws, the equity shares of the Resulting Company that are to be issued in terms of Clause 13.1 of Part III of the Scheme, shall be issued in dematerialized form. The register of members maintained by the Resulting Company and, or, other relevant records, whether in physical or electronic form, maintained by the Resulting Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Resulting Company) be updated to reflect the issue of equity shares in terms of Clause 13.1 of Part III of the Scheme. The shareholders of the Demerged Company shall provide such confirmation, information and details as may be required by the Resulting Company to enable it to issue the aforementioned equity shares.

13.6 For the purpose of allotment of equity shares of the Resulting Company pursuant to Clause 13.1 of Part III of the Scheme, in case any member holds equity shares in the Demerged Company in physical form, the Resulting Company shall not issue its equity Shares to such member but shall, subject to Applicable Laws, issue the corresponding equity shares in dematerialized form, to a demat account held by a trustee nominated by the Board of the Resulting Company or into a suspense account opened in the name of the Resulting Company with a depository or into an escrow account opened by the Resulting Company with a depository, as determined by the Board of the Resulting Company, where such equity shares shall be held on behalf of such member. The equity shares of the Resulting Company so held in a trustee's account or suspense account or escrow account, as the case may be, shall be transferred to the respective member once such member provides details of his/ her/ its demat account to the Resulting Company, along with such documents as maybe required. The respective member shall have all the rights of the shareholders of Resulting Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer/transmission of equity shares from the trustee. All costs and expenses incurred in this respect shall be borne by Resulting Company.

13.7 In the event of there being any pending share transfers/transmission, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of the Demerged Company shall be empowered, in appropriate cases, prior to or even subsequent to the Record Date 1, to effectuate such a transfer in the Demerged Company, as if such changes in registered holder were operative as on the Record Date 1, in order to remove any difficulties arising to the transferor/ transferee of the equity shares in the Demerged Company and in relation to the equity shares issued by the Resulting Company upon the effectiveness of Part III of this Scheme. The Board of the Resulting Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in the Resulting Company on account of difficulties faced in the transition period.

13.8 The equity shares to be issued by the Resulting Company pursuant to Clause 13.1 of Part III of the Scheme, in respect of equity shares of the Demerged Company which are held in abeyance under the provisions of Section 126 of the Act (erstwhile Section 206A of the Companies Act, 1956) or are otherwise shall, pending allotment or settlement of the dispute by order of a court or otherwise, also be kept in abeyance by the Resulting Company.

13.9 The shares to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of the Resulting Company and shall be deemed to be in compliance with the Act, and other notifications, guidelines issued by the statutory/regulatory authorities in India. Further the equity shares issued by the Resulting Company shall be made in compliance with the applicable provisions of the SEBI LODR regulations read with SEBI Circular or any statutory modification or re-enactment thereof from time to time

13.10 Approval of this Scheme by the shareholders shall be deemed to be the due compliance of the provisions of Section 62(1)(c) of the Act and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme, and no separate resolution under the Act would be required to be passed.

14. LISTING OF EQUITY SHARES ISSUED AS CONSIDERATION

14.1 Subsequent to the effectiveness of Part III of the Scheme from Effective Date, the equity shares of the Resulting Company shall be listed and shall be admitted for trading on the BSE by virtue of this Scheme and in accordance with the provisions of the SEBI Circular. Resulting Company shall make all requisite applications and shall otherwise comply with the provisions of the aforesaid SEBI Circular and Applicable Laws and take all steps to get its equity shares listed on the BSE.

14.2 The equity shares of Resulting Company issued and allotted pursuant to this Scheme shall remain frozen in the depositories system until listing and trading permission is granted by the BSE for their listing and trading. Subsequent to the issuance of equity shares by Resulting Company in terms of Clause 13.1 of Part III of the Scheme, there shall be no change in the shareholding pattern or 'control' in the Resulting Company between Record Date 1 and the date of listing of such equity shares, which may affect the status of the approval granted by the BSE, and any other governmental authority in this regard. Further, during such period, the Resulting Company will not issue / reissue any equity shares which are not covered under the Scheme.

15. ACCOUNTING TREATMENT IN THE BOOKS OF THE RESULTING COMPANY

Upon the Scheme coming into effect from the Appointed Date 1, Resulting Company shall account in its books of accounts as mentioned under and in accordance with the Indian Accounting Standard (IND AS) 103 for Business Combination prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time.

15.1 Record the assets and liabilities, forming part of the Demerged Business Undertaking-1 vested in it pursuant to this Scheme, at their respective book values thereof as appearing in the books of Demerged Company at the close of the business day immediately preceding the Appointed Date 1 in accordance with the provision of section 2 (19AA) of the Income Tax Act.

15.2 Resulting Company shall credit to its share capital account the aggregate face value of the equity shares issued by it to the shareholders of Demerged Company pursuant to clause 13 of Part III of the Scheme.

15.3 The excess of the book value of the assets over the aggregate of the book value of liabilities of the Demerged Business Undertaking transferred and the amount credited to the share capital account as per Clause 15.2, pursuant to the shall be credited to the Capital Reserve Account under the head ‘Other Equity’.

15.4 However where the aggregate book value of liabilities of the Demerged Undertaking transferred and the amount credited to the share capital account as per Clause 15.2, exceeds the book value of the assets of the Demerged Business Undertaking, such excess shall be debited by Resulting Company to the Goodwill Account.

16. ACCOUNTING TREATMENT IN THE BOOKS OF THE DEMERGED COMPANY

Upon the Scheme coming into effect, the Demerged Company shall account for the transfer / distribution of net assets in accordance with Appendix A of Ind AS 10 ‘Distribution of Non-cash Assets to Owners’ prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time in its books of accounts such that:

16.1 The Demerged company shall measure a liability to distribute non-cash assets as a dividend to its owners at the fair value of the net assets to be distributed with a corresponding debit to the ‘Retained Earnings’. The liability is subject to review at each reporting date and at the date of settlement, with any changes in the carrying amount of the liability recognized in 'Retained Earnings' as adjustment to the amount of distribution. The difference between the assets and liabilities transferred/ distributed by the Demerged Company is referred as 'Net Assets';

16.2 Reduce from its books of accounts, the carrying amount of net assets being transferred to the Resulting Company, from the respective book value of assets and liabilities of the Demerged Company.

16.3 The Demerged company shall recognize the difference, if any, between the carrying amount of the assets and liabilities distributed and the carrying amount of the liability derecognized in profit and loss;

16.4 For accounting purpose, the Scheme will be given effect from the date when all substantial conditions for the transfer of net assets are completed, i.e., the control is transferred in accordance with the requirements of Ind AS.

17. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

With effect from the Appointed Date 1 and until occurrence of the Effective Date:

17.1 All profits accruing to Demerged Company and all taxes thereon or losses accumulated or otherwise arising or incurred by it shall, for all purposes, be treated as and deemed to be the profits, taxes or losses, as the case may be of Resulting Company

17.2 Demerged Company shall carry on their respective business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and may undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of the properties/assets including shares held in the underlying companies, without any prior approval from the Resulting Company or its Board of Directors

17.3 Except by mutual consent of the Board of Directors of Demerged Company and Resulting Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date 1 or as part of this Scheme, pending sanction of this Scheme by NCLT, Demerged Company shall not make any change in their respective capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organization or in any other manner, which would have the effect of re-organization of capital of Demerged Company;

17.4 Demerged Company shall not vary or alter, except in the ordinary course of their respective business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of Demerged Company, the terms and conditions of employment of any of their employees, nor shall they conclude settlement with any union or their employees except with the written concurrence of Resulting Company;

18. REMAINING BUSINESS OF THE DEMERGED COMPANY

18.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto, shall continue to belong to and be vested in and be managed by the Demerged Company.

18.2 All legal or other proceedings by or against the Demerged Company under any statute, whether pending on the Appointed Date 1 or which may be instituted in future whether or not in respect of any matter arising before the Effective Date and relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Demerged Company in respect of the Remaining Business) shall be continued and enforced by or against the Demerged Company. The Resulting Company shall in no event be responsible or liable in relation to any such legal or other proceedings by or against the Demerged Company.

18.3 With effect from the Appointed Date 1 and up to and including the Effective Date:

i. The Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf;

ii. All profits and income accruing or arising to the Demerged Company, and any cost, charges, losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) relating to the Remaining Business shall, for all purposes, be treated as and be deemed to be the profits income, losses or expenditure, as the case may be, of the Demerged Company; and

iii. All employees relatable to the Remaining Business shall continue to be employed by the Demerged Company and the Resulting Company shall not in any event be liable or responsible for any claims whatsoever regarding such employees.

18.4 On and from the Effective Date, and thereafter, the Demerged Company basis the instructions received from the Board of the Resulting Company shall be entitled to continue to carry out all operations of the Demerged Undertaking on behalf of the Resulting Company so far as may be necessary until the Resulting Company is able to obtain all legal permissions/ registrations required to carry out the business of the Demerged Undertaking and transfer of rights and obligations of the Demerged Undertaking to the Resulting Company under this Scheme have been formally given effect to. For avoidance of doubt, it is clarified that all such business operations shall be deemed to have been carried out on behalf of the Resulting Company and shall be accounted for in the books of the Resulting Company.

PART – IV

AMALGAMATION OF AMALGAMATING COMPANY 4 WITH AMALGAMATED COMPANY

SECTION A – DEFINITIONS AND DETAILS OF SHARE CAPITAL

1. Definitions

1.1 **"Appointed Date 2"** for the purpose of Part IV of this Scheme means the Effective Date as provided in clause 1.4 of section A of Part IV 'for the Amalgamation of the Amalgamating Company 4 with the Amalgamated Company.

1.2 **"Amalgamated Company"** shall have the meaning as ascribed to it in Clause A(1) above.

1.3 **"Amalgamating Company 4"** shall have the meaning as ascribed to it in Clause A(6) above.

1.4 **"Effective Date"** means last of the dates on which the certified copy of the Order(s) passed by the Hon'ble National Company Law Tribunal, sanctioning the Scheme are filed by the Amalgamating Company 4 and Amalgamated Company with the concerned Registrar of Companies, Ministry of Corporate Affairs. Any references in this Scheme to the "date of coming into effect of this Scheme" or "effectiveness of the Scheme" or "Scheme taking effect" shall mean the Effective Date.

1.5 **"Record Date 2"** means the date to be fixed by the Board of Directors of the Amalgamated Company, after procuring consent of the Board of Directors of the Amalgamating Company 4 for the purpose of determining the members to whom shares of the Amalgamated Company will be issued and allotted in terms of Clause 12 of Part IV of the Scheme.

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2. **DETAILS OF SHARE CAPITAL**

2.1 **Amalgamated Company**

The Share Capital of the Amalgamated Company as on March 31, 2020 is as under:

Particulars	**Amount in Rs.**
Authorized Share Capital	
3,00,00,000 equity shares of Rs. 2/- each	6,00,00,000
3,00,000 0% Redeemable preference shares of Rs. 100/ each	3,00,00,000
Total	**9,00,00,000**
Issued, Subscribed and Paid-up Capital	
1,49,26,440 equity shares of Rs. 2/- each	2,98,52,880
1,00,000 0% Redeemable Preference Shares of Rs. 100/ each	1,00,00,000
Total	**3,98,52,880**

Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

2.2 **Amalgamating Company 4**

The Share Capital of the Amalgamating Company 4 as on March 31, 2020 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
3,20,00,000 equity shares of Rs. 10/- each	32,00,00,000
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00,000
10,00,000, 0 % Redeemable Preference shares of Rs. 100/- each	10,00,00,000
25,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	25,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,31,00,00,000**
Issued, Subscribed and Paid-up	
3,12,93,104 equity shares of Rs. 10/- each	31,29,31,040
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00,000
9,18,000, 0 % Redeemable Preference shares of Rs. 100/- each	9,18,00,000
22,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	22,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,26,47,31,040**

Subsequent to the above date and till the date of approval of Board to the said Scheme there is no change in the Share Capital structure as set out above.

<u>SECTION B – AMALGAMATION OF THE AMALGAMATING COMPANY 4 WITH THE AMALGAMATED COMPANY</u>

3. TRANSFER AND VESTING OF BUSINESS

3.1 With effect from the Appointed Date 2 and upon the Scheme becoming effective, the entire business property, assets and liabilities of Amalgamating Company 4 shall, pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any, of the Act, and pursuant to the order of NCLT or other Appropriate Authorities, if any, sanctioning the Scheme, shall without any further act, deed, matter or thing, stand transferred to and vested in and / or deemed to be transferred to and vested in the Amalgamated Company, as a going concern, so as to become the properties and liabilities of the Amalgamated Company.

3.2 Without prejudice to the generality of the above and to the extent applicable, with effect from the Appointed Date 2 and upon this Scheme becoming effective:

4. TRANSFER AND VESTING OF ASSETS

4.1 All the assets, rights and properties of the Amalgamating Company 4 of whatsoever nature and wherever situated, of or belonging to or in the possession or control of the Amalgamating Company 4 including but not limited to data processing equipment, computers and servers, computer software, furniture and fixtures, investments, office equipment, electrical installations, telephones, telex, facsimile, other communication facilities, any registrations, copyrights, permits, brands approvals, all rights or title or interest in property(ies) by virtue of any court order or decree, contractual arrangement, allotment, grant, lease, possession or otherwise, memorandum of understandings, tenancy rights, hire purchase contracts, lending contracts, permissions, incentives, tax registrations, tax credit (such as advance income tax, withholding tax credit, input credit of goods and service tax and Minimum Alternate Tax ('MAT') credit, contracts, engagements, arrangements of all kinds, rights, titles, interests, benefits and advantages of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favor of or enjoyed by Amalgamating Company 4, industrial, regulatory and other licenses, municipal and other statutory permissions, approvals including but not limited to right to use and avail electricity connections, water connections, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, all records, files, papers, computer programs, manuals, data, quotations, list of present and former vendors and suppliers, and all other rights, title, lease, interest, contracts, consent, approvals or powers of every kind, nature and descriptions whatsoever, shall under the provisions of sections 230 to 232 of the Act and any other applicable provisions of the Act, and pursuant to the order of NCLT or any other Appropriate Authority sanctioning this Scheme and without further act, instrument or deed, but subject to the charges, if any, affecting the same, as on the Effective Date be transferred to and / or deemed to be transferred to and vested in the Amalgamated Company, so as to become the properties and assets of the Amalgamated Company with effect from the Appointed Date 2.

4.2 In respect of such of the assets and properties of the Amalgamating Company 4 which are immovable in nature, whether or not included in the books of the Amalgamating Company 4, including rights, interest and easements in relation thereto, the same shall stand transferred to the Amalgamated Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Amalgamating Company 4 and/or the Amalgamated Company.

4.3 With respect to such assets and properties of Amalgamating Company 4 as on the Effective Date, as is movable in nature and are capable of transfer by physical delivery or endorsement and delivery or novation and delivery, including cash in hand, the same shall be so transferred to the Amalgamated Company and deemed to have been handed over by physical delivery or by endorsement and delivery or novation and delivery, as the case may be, to the Amalgamated Company to the end and intent that the property and benefit therein passes to the Amalgamated Company with effect from the Appointed Date 2.

4.4 In respect of the movable assets owned by the Amalgamating Company 4 as on the Effective Date, other than those mentioned in Clause 4.3 of Part IV of the Scheme, including actionable claims, sundry debtors, outstanding loans, advances, whether recoverable in cash or kind or for value to be received and deposits, if any, with the local and other authorities, body corporate(s), customers etc., Amalgamating Company 4 shall, if so required by the Amalgamated Company, may, issue notices or intimations in such form as the Amalgamated Company may deem fit and proper, stating that pursuant to NCLT having sanctioned this Scheme, the debt, loan, advance or other asset, be paid or made good or held on account of the Amalgamated Company, as the person entitled thereto, to the end and intent that the right of Amalgamating Company 4 to recover or realize the same stands transferred to the Amalgamated Company and that appropriate entries should be passed in their respective books to record the aforesaid changes.

4.5 All investments including the investments made by the Amalgamating Company 4 in the capital of other companies whether as shares, scrips, stocks, bonds, debentures, debenture stocks, units, mutual funds or pass through certificates and other accrued benefits thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company 4 including payment of stamp duty if any and/or the Amalgamated Company.

4.6 All assets and properties which is acquired by the Amalgamating Company 4 till the Appointed Date 2 shall become the assets and properties of the Amalgamated Company and shall under the provisions of sections 230 to 232 and other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or be deemed to be transferred to and vested in the Amalgamated Company upon the coming into effect of this Scheme pursuant to the provisions of sections 230 to 232 of the Act and other applicable provisions, if any, of the Act.

5. TRANSFER AND VESTING OF LIABILITIES

5.1 All debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of the Amalgamating Company 4 shall also, without any further act, instrument or deed, be transferred to or be deemed to be transferred to the Amalgamated Company so as to become as and from the Appointed Date 2 the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub Clause.

5.2 Upon this Scheme coming into effect and with effect from the Appointed Date 2, all liabilities of the Amalgamating Company 4 including all secured and unsecured debts, sundry creditors, liabilities (including contingent liabilities), duties and obligations and undertakings of the Amalgamating Company 4 of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilized for its business activities and operations (herein referred to as the "Liabilities"), shall, pursuant to the sanction of this Scheme by the Tribunal and in accordance with the provisions of section 230 to 232 and other applicable provisions of the Act, without any further act, instrument or deed, be transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company, along with any charge, encumbrance, lien or security thereon, and the same shall be assumed by the Amalgamated Company to the extent they are outstanding to become as and from the Appointed Date 2 the Liabilities of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company 4, and the Amalgamated Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

5.3 All Liabilities of the Amalgamating Company 4 as on the Appointed Date 2, whether or not provided in the books of the Amalgamating Company 4, shall become the Liabilities incurred by the Amalgamated Company by virtue of this Scheme.

5.4 Upon coming into effect of this Scheme, all credit facilities, sanctioned by banks or any other party, whether utilized or not, as on the Effective Date shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company as if the same were sanctioned to the Amalgamated Company.

5.5 All the existing securities, mortgages, charges, encumbrances, if any, as on the Appointed Date 2 and those created by the Amalgamating Company 4 after the Appointed Date 2, over the assets of the Amalgamating Company 4, transferred to the Amalgamated Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Amalgamated Company. The

Amalgamated Company shall not be obliged to create any further or additional securities after the Effective Date for any of the Amalgamating Company 4' Liabilities.

5.6 All Liabilities (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Amalgamating Company 4 and the Amalgamated Company, shall, ipso facto, stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Amalgamated Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date 2.

6. LEGAL PROCEEDINGS

Any pending suit/appeal or other proceedings of whatsoever nature relating to the Amalgamating Company 4, whether by or against the Amalgamating Company 4, shall not abate or be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company 4 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 4 , as if this Scheme had not been made.

7. CONTRACTS, APPROVALS, LICENCES, DEEDS

All contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, statutory licenses, permissions or approvals or consents exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses, certificates, tenancies, municipal permissions, balances with Government authorities, intellectual property rights including trade names, trademarks, service marks, copyrights, domain names, income tax credit, advance tax, applications for trade names, trademarks, service marks, copyrights, powers and facilities of every kind and description whatsoever, held by Amalgamating Company 4 required to carry on their respective operations or to the benefit of which, Amalgamating Company 4 may be eligible and which is subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favor of Amalgamated Company and may be enforced as fully and effectually without any further act or deed, and shall, as may be required, be appropriately mutated by the statutory authorities concerned therewith in favor of Amalgamated Company as if, instead of Amalgamating Company 4 , Amalgamated Company had been a party or beneficiary or obligee thereto. The benefit of all statutory and regulatory permissions, approvals and consents of Amalgamating Company 4 shall vest in and become available to Amalgamated Company pursuant to the Scheme.

8. EMPLOYEES, STAFF AND WORKMEN

8.1 From the Effective Date, all the employees of the Amalgamating Company 4, who are predominantly employed in the Amalgamating Company 4 (the "Amalgamating Company 4' Employees"), shall, without any further act, instrument, deed, cost or charge and without notice or other intimation to any third party for their transfer, shall be deemed to have become the employees and staff of the Amalgamated Company and shall stand transferred to the Amalgamated Company, without any interruption of service and on terms and conditions no less favorable than those on which they are engaged by the Amalgamating Company 4.

8.2 The Amalgamated Company agrees that the duration of service of the Amalgamating Company 4' Employees with the Amalgamating Company 4 prior to the transfer, shall be taken into account for the purposes of all benefits to which such Amalgamating Company 4' Employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits and accordingly, shall be reckoned from the date of their respective appointment in the Amalgamating Company 4. The Amalgamated Company undertakes to pay the same, as and when payable under applicable laws.

8.3 It is the aim and intent of this Scheme that all the rights, duties, powers and obligations of the Amalgamating Company 4 in relation to the Amalgamating Company 4' Funds shall become those of the Amalgamated Company and all the rights, duties and benefits of the Amalgamating Company 4' Employees under the Amalgamating Company 4' Funds and trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the Amalgamating Company 4' Employees will be treated as having been continuous for the purpose of the Amalgamating Company 4' Funds.

8.4 All contributions, including contributions towards any Amalgamating Company 4' Funds made by the Amalgamating Company 4 on behalf of the Amalgamating Company 4' Employees and all contributions made by the Amalgamating Company 4' Employees, including the interests arising thereon, to the Amalgamating Company 4' Funds, shall, upon this Scheme becoming effective, be transferred to the funds maintained by the Amalgamated Company along with the investments made by such Amalgamating Company 4' Funds, which are referable and allocable to the Amalgamating Company 4' Employees and the Amalgamated Company shall stand substituted for the Amalgamating Company 4 for all purposes whatsoever relating to the administration or operation of such Amalgamating Company 4' Funds and in relation to the obligation to make contributions to the Amalgamating Company 4' Funds in accordance with the provisions thereof, as per the terms provided in the respective trust deeds or other documents, if any.

8.5 For avoidance of doubt, it is hereby clarified that all contributions made by the Amalgamating Company 4 in relation to the Amalgamating Company 4' Employees and all contributions made by the Amalgamating Company 4' Employees, to the Government provident fund, shall, upon this Scheme becoming effective, be transferred to the funds maintained by the Amalgamated Company with the provident fund authorities and the Amalgamated Company shall stand substituted for the

Amalgamating Company 4 in relation to the obligation to make contributions to the Government provident fund in respect of the Amalgamating Company 4' Employees, in accordance with applicable laws.

8.6 It is clarified that the trusts created by the Amalgamating Company 4 shall be transferred and/or continued by the Amalgamated Company, if permitted by law, failing which the Amalgamated Company shall establish similar trusts ensuring that there is continuity in this regard. The trustees, including the respective Board of Directors of the Amalgamating Company 4 and the Amalgamated Company, shall be entitled to adopt such course of action in this regard, as may be advised, provided however that there shall be no discontinuation or breakage in the service of the Amalgamating Company 4' Employees. Notwithstanding the above the Board of Directors of the Amalgamated Company if it deems fit and subject to applicable law, shall be entitled to retain separate trust within the Amalgamated Company for the erstwhile fund of the Amalgamating Company 4.

8.7 The contributions, if any, made by the Amalgamating Company 4 under applicable laws in connection with the Amalgamating Company 4' Employees, to the Amalgamating Company 4' Funds, for the period after the Appointed Date 2 shall be deemed to be contributions made by the Amalgamated Company.

9. TAXES

9.1 Any tax liabilities under the IT Act, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, Goods and Service tax Act, 2017 (GST), any other state Sales Tax / Value Added Tax laws, service tax, stamp laws or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Amalgamating Company 4 to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date 2 shall be transferred to Amalgamated Company. Similarly all credits for taxes available under applicable Tax Laws including Minimum Alternate Tax, Sales Tax/ Value Added Tax and Service Tax, GST Act to the Amalgamating Company 4 or obligation for deduction/ collection of tax at source on any payment made by or to be made by the Amalgamating Company 4 shall be made or deemed to have been made and duly complied with by the Amalgamated Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the authorities.

9.2 All taxes (including income tax, wealth tax, GST, sales tax, excise duty, customs duty, service tax, luxury tax, VAT, etc.) paid or payable by the Amalgamating Company 4 in respect of the operations and/or the profits of the business on and from the Appointed Date 2, shall be on account of the Amalgamated Company and, insofar as it relates to the payment of such taxes, whether by way of deduction/ collection at source, advance tax or otherwise howsoever, by the Amalgamating Company 4 in respect of the profits or activities or operation of the business on and from the Appointed Date 2, the same shall be deemed to be the corresponding item paid by the Amalgamated Company, and shall, in all proceedings, be dealt with accordingly. The relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the orders on this Scheme by the NCLT upon relevant proof and documents being provided to the said authorities.

9.3 Upon this Scheme becoming effective, the Amalgamated Company is expressly permitted to revise its financial statements and returns along with the prescribed forms, fillings and annexures under the Tax Laws including income tax returns, GST returns, service tax returns, sales tax and value added tax returns and other tax returns (including revised returns) as may be necessary and expressly reserves the right to make such provisions in its returns, and to claim refunds and credits etc. pertaining to the Amalgamating Company 4 notwithstanding that the statutory period for such revision and filing may have lapsed.

9.4 The Amalgamated Company shall be entitled to claim and be allowed credit or benefits of all tax deduction certificates, advance tax, self-assessment tax or other tax payments, credits or drawbacks or any other credit or benefit of any tax, duty, cenvat, incentive etc. relating to the Amalgamating Company 4, notwithstanding that such certificates or challans or any other documents for tax payments or credits/benefits etc. may have been issued or made in the name of the Amalgamating Company 4. Such credit/ benefit shall be allowed without any further act or deed by the Amalgamated Company or the need for any endorsements on such certificates, challans, documents etc. to be done by the issuers or any authority.

9.5 Upon the Scheme becoming effective, any TDS deposited, TDS certificates issued, or TDS returns filed by the Amalgamating Company 4 shall continue to hold good as if such TDS amounts were deposited, TDS certificates were issued, and TDS returns were filed by the Amalgamated Company. Any TDS deducted by, or on behalf of the Amalgamating Company 4 on inter se transactions will be treated as advance tax deposited by the Amalgamated Company.

9.6 All deductions available to the Amalgamating Company 4 under Section 40, 40A, 43B etc. of the IT Act, in relation and pertaining to its business, shall be claimed as a deduction by the Amalgamated Company and the transfer of the entire business shall be considered as succession of business by the Amalgamated Company.

9.7 Any refund under the Tax Laws due to Amalgamating Company 4 consequent to the assessments made on Amalgamating Company 4 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date 2 shall also belong to and be received by the Amalgamated Company.

9.8 Without prejudice to the generality of the above, all benefits including under the income tax, GST, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Amalgamating Company 4 is entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Amalgamated Company.

9.9 All the expenses incurred by the Amalgamating Company 4 and the Amalgamated Company in relation to this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to each of the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective from Appointed Date 2.

10. ENCUMBRANCES

10.1 The transfer and vesting of the assets of the Amalgamating Company 4 to and in the Amalgamated Company shall be subject to the mortgages and charges, if any, affecting the same, as and to the extent hereinafter provided.

10.2 All the existing securities, mortgages, charges, encumbrances or liens (the "Encumbrances"), if any, as on the Appointed Date 2 and created by the Amalgamating Company 4 after the Appointed Date 2, over the assets or any part thereof transferred to the Amalgamated Company by virtue of this Scheme and in so far as such Encumbrances secure or relate to any facility, debts or any liabilities of the Amalgamating Company 4, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which it is related or attached prior to the Effective Date and as is transferred to Amalgamated Company and such Encumbrances shall not relate or attach to any of the other assets of Amalgamated Company.

10.3 The existing Encumbrances over the assets and properties of the Amalgamated Company or any part thereof which relate to the liabilities and obligations of Amalgamated Company prior to the Effective Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Amalgamating Company 4 transferred to and vested in Amalgamated Company by virtue of this Scheme.

10.4 Any reference to the Amalgamating Company 4 in any security documents or arrangements to which the Amalgamating Company 4 is a party and its assets and properties, shall be construed as a reference to the Amalgamated Company and the assets and properties of the Amalgamating Company 4 transferred to the Amalgamated Company by virtue of this Scheme.

10.5 It is hereby provided that all documents executed and/or filed including but not limited to documents related to charges, encumbrance or right, whether or not registered with any Governmental authority (including Registrar of Companies) or any other person as regards the transfer and vesting of assets of the Amalgamating Company 4, shall be deemed to have been executed and/or filed and/or registered by the Amalgamated Company, and the Amalgamated Company shall not be required to execute and/or perform any further act, instrument or deed separately. It is further clarified that filing of the certified copy(ies) of the Order of the High Court sanctioning this Scheme with the Registrar of Companies shall be deemed to be sufficient for modifying or creating the charges in favor of the secured creditors of the Amalgamating Company 4 as against the Amalgamated Company, as applicable, as required as per the provision of this Scheme.

10.6 Further, where any document in case of any encumbrance, charge and/or right created by the Amalgamating Company 4, is transferred to or replaced by the Amalgamated Company, no duty (including stamp duty), levy and/or cess of any nature will be payable by the Amalgamated Company at the time of replacement and/or modification of the encumbrance, charge and/or right with any Governmental authority (including Registrar of Companies) or any other person as the case maybe and the duty and other levies already paid by the Amalgamating Company 4 shall be deemed to have been paid by the Amalgamated Company.

10.7 Upon the coming into effect of this Scheme, the Amalgamated Company alone shall be liable to perform all obligations in respect of the Liabilities, which have been transferred to it in terms of the Scheme.

10.8 It is expressly provided that, save as herein provided, no other terms or conditions of the Liabilities transferred to Amalgamated Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.

10.9 The provisions of this Clause shall operate in accordance with the terms of the Scheme, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings or the terms of sanction shall be deemed to stand modified and/or superseded by the foregoing provisions.

11. SAVING OF CONCLUDED TRANSACTIONS

11.1 The transfer and vesting of the assets, liabilities and obligations of Amalgamating Company 4 , pursuant to this Scheme, and the continuance of the legal proceedings by or against Amalgamated Company shall not affect any transactions or proceedings already completed by Amalgamating Company 4 , on and after the Appointed Date 2, to the end and intent that Amalgamated Company accepts all acts, deeds and things done and executed by and / or on behalf of Amalgamating Company 4 , as acts, deeds and things done and executed by and / or on behalf of Amalgamated Company.

11.2 Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolutions of the Board of Directors of the Amalgamating Company 4, including resolutions of any committees authorized by and comprising inter alia of members of the Board of Directors of the Amalgamating Company 4, as is considered necessary by the Board of Directors of the Amalgamated Company and which is validly subsisting, shall be considered as resolutions of the Amalgamated Company.

12. CONSIDERATION

12.1 Upon effectiveness of this Scheme and in consideration for the transfer of the Amalgamating Company 4 into the Amalgamated Company, the Amalgamated Company shall, without any further act or deed, issue and allot to each member of the Amalgamating Company 4 whose name is recorded in the register of members as on

Record Date 2 (or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following shares:

"3 (Three) Equity shares of face value Rs. 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value Rs. 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4"

"1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4"

"1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non- Convertible Redeemable Preference Shares in the Amalgamating Company 4"

It is clarified that no cash consideration shall be paid by the Amalgamated Company to the Amalgamating Company 4 or its shareholders.

12.2 The aforesaid ratio for the issue of shares by the Amalgamated Company against the shares held by the shareholders in the Amalgamating Company 4 is based on the recommendations made in the Share Entitlement Report dated December 4, 2020 issued by BDO Valuation Advisory LLP, Registered valuer.

12.3 The redeemable preference shares shall be issued and allotted to the redeemable preference shareholders of the Amalgamating Company 4 as per the Terms and Conditions set out in the Schedule I and Schedule II. It is hereby clarified that the redeemable preference Shares of the Amalgamated Company shall not be listed and/ or admitted on any stock exchange. Further, upon coming effect of the Part II and Part III of the Scheme, 6% Cumulative Non-Convertible Redeemable Preference Shares and 10% Cumulative Redeemable Preference Shares in the Amalgamating Company 4 would be transferred and shall stand vested with the Amalgamated Company and upon amalgamation of the Amalgamating Company 4 with the Amalgamated Company, the said RPS shall stand cancelled and therefore, no shares shall be issued to the redeemable preference shareholders holding such preference shares.

12.4 Any fractional entitlement arising out of the issue and allotment of the shares (both equity shares and redeemable preference shares) issued by the Amalgamated Company pursuant to Clause 12.1 of Part IV of the Scheme, shall be rounded up to the next integer and be issued free from all liens, charges, equitable interests, encumbrances and other third-party rights of any nature whatsoever.

12.5 The equity shares to be issued and allotted pursuant to Clause 12.1 of Part IV of the Scheme shall in all respects, rank pari-passu in all respect, including dividends, with the existing equity shares of the Amalgamated Company.

12.6 Subject to Applicable Laws, the shares (both equity shares and redeemable preference shares) of the Amalgamated Company that are to be issued in terms of Clause 12.1 of Part IV of the Scheme shall be issued in dematerialized form. The register of members maintained by the Amalgamated Company and, or, other relevant records, whether in physical or electronic form, maintained by the Amalgamated Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Amalgamated Company) be updated to reflect the issue of shares in terms of Clause 12.1 of Part IV of the Scheme. The shareholders of the Amalgamating Company 4 shall provide such confirmation, information and details as may be required by the Amalgamated Company to enable it to issue the aforementioned shares.

12.7 For the purpose of allotment of shares (both equity shares and redeemable preference shares) of the Amalgamated Company pursuant to Clause 12.1 of Part IV of the Scheme, in case any member holds shares in the Amalgamating Company 4 in physical form, the Amalgamated Company shall not issue its shares to such member but shall, subject to Applicable Laws, issue the corresponding shares in dematerialized form, to a demat account held by a trustee nominated by the Board of the Amalgamated Company or into a suspense account opened in the name of the Amalgamated Company with a depository or into an escrow account opened by the Amalgamated Company with a depository, as determined by the Board of the Amalgamated Company, where such shares shall be held on behalf of such member. The shares of the Amalgamated Company so held in a trustee's account or suspense account or escrow account, as the case may be, shall be transferred to the respective member once such member provides details of his/ her/ its demat account to the Amalgamated Company, along with such documents as maybe required.

12.8 Further to Clause 12.7 above, the respective member shall have all the rights of the shareholders of Amalgamated Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of shares from the trustee. All costs and expenses incurred in this respect shall be borne by Amalgamated Company.

12.9 In the event of there being any pending share transfers/transmission, whether lodged or outstanding, of any shareholder of the Amalgamating Company 4, the Board of the Amalgamating Company 4 shall be empowered, in appropriate cases, prior to or even subsequent to the Record Date 2, to effectuate such a transfer in the Amalgamating Company 4, as if such changes in registered holder were operative as on the Record Date 2, in order to remove any difficulties arising to the transferor/ transferee of the shares in the Amalgamating Company 4 and in relation to the shares issued by the Amalgamated Company upon the effectiveness of Part IV of the Scheme. The Board of the Amalgamated Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in the Amalgamated Company on account of difficulties faced in the transition period.

12.10 The shares (both equity shares and redeemable preference shares) to be issued by the Amalgamated Company pursuant to Clause 12.1 of Part IV of the Scheme, in respect of shares of the Amalgamating Company 4 which are held in abeyance under the provisions of Section 126 of the Act (erstwhile Section 206A of the Companies Act, 1956) or are otherwise shall, pending allotment or settlement of the dispute by order of a court or otherwise, also be kept in abeyance by the Amalgamated Company.

12.11 The shares (both equity shares and redeemable preference shares) to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of the Amalgamated Company and shall be deemed to be in compliance with the Act, and other notifications, guidelines issued by the statutory/regulatory authorities in India. Further the Equity Shares issued by the Amalgamated Company shall be made in compliance with the applicable provisions of the SEBI LODR regulations read with SEBI Circular or any statutory modification or re-enactment thereof from time to time.

12.12 Approval of this Scheme by the shareholders shall be deemed to be the due compliance of the provisions of Section 42, 55, 61 and 62 of the Act and the other relevant and applicable provisions of the Act for the issue and allotment of shares (both equity shares and redeemable preference shares) by the Amalgamated Company to the shareholders of the Amalgamating Company 4, as provided in this Scheme, and no separate resolution under the Act would be required to be passed.

13. LISTING OF EQUITY SHARES ISSUED AS CONSIDERATION

13.1 Subsequent to the effectiveness of Part IV of the Scheme from Effective Date, the equity shares of the Amalgamated Company shall be listed and shall be admitted for trading on the BSE by virtue of this Scheme and in accordance with the provisions of the SEBI Circular. Amalgamated Company shall make all requisite applications and shall otherwise comply with the provisions of the aforesaid SEBI Circular and Applicable Laws and take all steps to get its equity shares listed on the BSE.

13.2 The equity shares of Amalgamated Company issued and allotted pursuant to this Scheme shall remain frozen in the depositories system until listing and trading permission is granted by the BSE for their listing and trading. Subsequent to the issuance of equity shares by Amalgamated Company in terms of Clause 12.1 of Part IV of the Scheme, there shall be no change in the shareholding pattern or 'control' in the Amalgamated Company between Record Date 2 and the date of listing of such equity shares, which may affect the status of the approval granted by the BSE, and any other governmental authority in this regard. Further, during such period, the Amalgamated Company will not issue / reissue any equity shares which are not covered under the Scheme.

13.3 The Redeemable Preference Shares of the Amalgamated Company shall not be listed and/ or admitted on any stock exchange.

14. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY

14.1 Upon the Scheme coming into effect from the Appointed Date 2, Amalgamated Company shall account in its books of accounts as mentioned under and in accordance with the Indian Accounting Standard (IND AS) 103 (Appendix C- Business combinations for entities under common control) for Business Combination prescribed under Section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time.

14.2 Please note it is hereby clarified that in case of any difference in the accounting policies between the Amalgamating Company 4 and the Amalgamated Company, the accounting policies followed by the Amalgamated Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

15. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATING COMPANY 4

Upon the Scheme coming into effect from the Appointed Date 2 and subject to Clause 3 of Part IV of the Scheme, the Amalgamating Company 4 shall stand dissolved, hence no accounting treatment is prescribed for the Amalgamating Companies pursuant to this Scheme.

16. INTER SE TRANSACTIONS

16.1 Upon the coming into effect of this Scheme, any intercompany investment in the books of the Amalgamating Company 4 and the Amalgamated Company, representing equity shares/ preference shares of the Amalgamating Company 4 and/or the Amalgamated Company will stand cancelled.

16.2 With effect from the Effective Date, to the extent that there are inter-corporate loans or balances among any of the Amalgamating Company 4 and/or the Amalgamated Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of account and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be.

17. CONDUCT OF BUSINESS

Subject to Part IV of the scheme, as and from the date of approval of this scheme by the Board of Directors of Amalgamated Company and Amalgamating Company 4 and until occurrence of the Effective Date :

17.1 Amalgamating Company 4 shall carry on their respective business, with reasonable diligence and business prudence and in the same manner as it had been doing hitherto and may undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal, in any of its properties/assets without any prior approval from the Amalgamated Company or its Board of Directors

17.2 Except by mutual consent of the Board of Directors of Amalgamating Company 4 and Amalgamated Company and subject to changes pursuant to commitments, obligations or arrangements prior to the Appointed Date 2 or as part of this Scheme, pending sanction of this Scheme by NCLT, Amalgamating Company 4 shall not make any change in their respective capital structure either by any increase (by issue of equity shares, bonus shares, preference shares, convertible debentures or otherwise), decrease, reduction, reclassification, sub-division or consolidation, re-organization or in any other manner, which would have the effect of re-organization of capital of either of Amalgamating Company 4

17.3 Amalgamating Company 4 shall not vary or alter, except in the ordinary course of their respective business or pursuant to any pre-existing obligations undertaken prior to the date of approval of the Scheme by the Board of Directors of Amalgamating Company 4, the terms and conditions of employment of any of their employees, nor shall they conclude settlement with any union or their employees except with the written concurrence of Amalgamated Company; and

17.4 Amalgamating Company 4 shall not amend their Memorandum of Association and / or their Articles of Association, except with the written concurrence of Amalgamated Company.

18. OTHER ENTITLEMENTS

18.1 All cheques and other negotiable instruments, payment orders received in the name of the Amalgamating Company 4 after the Effective Date shall be accepted by the bankers of Amalgamated Company and credited to the account of Amalgamated Company. Similarly, the bankers of Amalgamated Company shall honor cheques issued by the Amalgamating Company 4 for payment after the Effective Date.

18.2 Till such time that the names of the respective bank accounts of the Amalgamating Company 4 are replaced with that of the Amalgamated Company, the Amalgamated Company shall be entitled to operate the bank accounts of the Amalgamating Company 4, in its name, in so far as may be necessary.

18.3 All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Amalgamating Company 4 after the Effective Date shall be accepted by the bankers of the Amalgamated Company and credited to the account of the Amalgamated Company, if presented by the Amalgamated Company. The Amalgamated Company shall be allowed to maintain bank accounts in the name of the Amalgamating Company 4 for such time as may be determined to be necessary by the Amalgamated Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Amalgamating Company 4. It is hereby expressly clarified that any legal proceedings by or against the Amalgamating

Company 4 in relation to the cheques and other negotiable instruments payment orders received or presented for encashment which are in the name of the Amalgamating Company 4 shall be instituted, or as the case maybe, continued by or against the Amalgamated Company after the coming into effect of the Scheme

19. COMBINATION OF AUTHORISED SHARE CAPITAL

Upon this Scheme becoming effective and upon the vesting and transfer of the Amalgamating Company 4 in the Amalgamated Company pursuant to the terms of this Scheme, the entire authorized share capital of the Amalgamating Company 4 shall stand transferred from the authorized share capital of the Amalgamating Company 4 to the authorized share capital of the Amalgamated Company and for this purpose the stamp duties and fees paid on the authorized share capital of Amalgamating Company 4 shall be utilized and applied to the increased authorized share capital of Amalgamated Company and no payment of any additional stamp duty and / or fee shall be payable by Amalgamated Company for increase in the authorized share capital to that extent.

20. COMPLIANCE WITH SECTION 2(1B) OF THE IT ACT

20.1 This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the Tax laws, including Section 2(1B) of the IT Act and other relevant Sections (including Section 47) of the IT Act, which include the following:

(d) All the property of the amalgamating company or companies immediately before the amalgamation becomes the property of the amalgamated company by virtue of the amalgamation;

(e) All the liabilities of the amalgamating company or companies immediately before the amalgamation become the liabilities of the amalgamated company by virtue of the amalgamation; and

(f) Shareholders holding not less than three-fourths in value of the shares in the amalgamating company or companies (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the amalgamated company or its subsidiary) become shareholders of the amalgamated company by virtue of the amalgamation, otherwise than as a result of the acquisition of the property of one company by the other company pursuant to the purchase of such property by the other company or as a result of the distribution of such property to the other company after the winding up of the first mentioned company.

20.2 If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or substitution of the IT Act with any other statute / code / norms or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the tax laws shall prevail. The Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments as may become necessary shall, vest with the Board of Directors of the Amalgamated Company or its authorized representatives, which power shall be exercised reasonably in the best interests of the Amalgamating Company 4 and its stakeholders, and which power can be exercised at any time, whether before or after the Effective Date.

21. DISSOLUTION OF AMALGAMATING COMPANY 4

Upon this Scheme becoming effective, Amalgamating Company 4 shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the Effective Date, the name of each of the Amalgamating Company 4 shall be struck off from the records of the Registrar of Companies.

PART – V

GENERAL TERMS AND CONDITIONS

1. DIVIDENDS

1.1 The Companies shall be entitled to declare and make a distribution / pay dividend, whether interim or final, and / or issue bonus shares to their respective members / shareholders prior to the Effective Date, in accordance with Applicable Law. Any declaration of dividend or other distribution of capital or income by the Companies shall be consistent with the past practice of such Companies.

1.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions and shall not be deemed to confer any right on any shareholder of the Companies, as the case may be, to demand or claim or be entitled to any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of the Companies, as the case may be and subject to approval, if required, of the shareholders of the relevant Companies.

2. APPLICATION TO NCLT

The Companies shall, with all reasonable dispatch, make applications or petitions under sections 230 to 232 and other applicable provisions of the Act to NCLT or any other Appropriate Authority, for approval as necessary in law, for bringing the Scheme into effect and be entitled to take such other steps and proceedings as may be necessary or expedient to give full and formal effect to the Scheme under the provisions of law.

3. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

Each of the Companies (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the NCLT and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme or deem appropriate by the Boards of Directors of the respective Companies for which the modification or amendment is proposed and will be applicable. Each of Companies, (acting through its respective Boards of Directors) be and is hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any order of the NCLT or of any directive or order of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

4. INCREASE AND RECLASSIFICATION IN AUTHORISED SHARE CAPITAL

4.1 Upon the Scheme becoming effective, Clause V of the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and substituted pursuant to Section 13 and other applicable provisions of the Act, as set out below:

The Authorized Capital of the Company is Rs. 1,41,07,00,000/- (Rupees One Forty-One Crores, and seven lakhs only) divided into:-

i. *Equity Share Capital of Rs. 39,07,00,000- consisting of 19,53,50,000 (Nineteen Crores, fifty-three lakhs and fifty thousand only) Equity Shares of Rs. 2/- each.*

ii. *Preference Share Capital of Rs. 13,00,00,000/- consisting of 13,00,000/- (Thirteen lacs) 0% (Zero percent) Redeemable Preference Shares of Rs. 100/- each.*

iii. *Preference Share Capital of Rs. 5,00,00,000/- consisting of 5,00,000/- (Five lacs) 10% (Ten percent) Cumulative Redeemable Preference Shares of Rs. 100/- each.*

iv. *Preference Share Capital of Rs.25,00,00,000/- consisting of 25,00,000 /- (Twenty-five lakhs) 6% (Six percent) Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each.*

v. *Preference Share Capital of Rs.59,00,00,000/- consisting of 59,00,000 /- (Fifty-Nine lakhs only) 9% (Nine percent) Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each.*

4.2 The increased authorized share capital of the Amalgamated Company / Resulting Company shall be available for the issuance of shares, if any, for discharge of the Consideration in accordance with other parts of this Scheme.

4.3 The Amalgamated Company / Resulting Company shall, to the extent required, reclassify its authorized share capital in order to issue shares for discharge of the Consideration in accordance with other parts of this Scheme.

4.4 If required, the Resulting Company shall take necessary steps to increase its Authorized Share Capital before the effective date so as to make it sufficient for allotment of shares to the shareholders of the Demerged Company and the Amalgamating Company 4 for discharge of the Consideration in accordance with other parts of this Scheme.

4.5 Relevant Clauses of the Memorandum of Association of Amalgamated Company / Resulting Company shall be modified accordingly.

4.6 It is hereby clarified that the consent of the shareholders of the Amalgamated Company/ Resulting Company to the Scheme shall be deemed to be sufficient and no further resolution(s) under Section 13, 14, 61, 64 or any other applicable provisions of the Act, would be required to be separately passed. Amalgamated Company shall file the amended copy of its Memorandum of Association and Articles of Association and all requisite forms and complete the compliance and procedural requirements under the Act, if any, to give effect for such increase in the Authorized Share Capital with the Registrar of Companies.

4.7 It is hereby clarified that for the purposes of increasing the Authorized Share Capital in Memorandum of Association in accordance, the sanction of the NCLT shall be deemed to be sufficient. Further, the increase in Authorized Share Capital shall be subject to the payment of necessary fees for registration and stamp duty by the Resulting Company.

5. ALTERATION / MODIFICATION IN OBJECT CLAUSE OF THE AMALGAMATED COMPANY

5.1 In order to carry on the activities currently being carried on by the Amalgamating Companies, upon coming into effect of the Scheme, the applicable main objects in the memorandum of association of the Amalgamating Companies shall be added to the matters which are necessary for furtherance of the objects of the memorandum of association of the Amalgamated Company, to the extent such objects are not already covered by those of the Amalgamated Company. Relevant Clauses of the Memorandum of Association of Amalgamated Company shall be modified accordingly.

5.2 It is hereby clarified that the consent of the shareholders of the Amalgamated Company to the Scheme shall be deemed to be sufficient and no further resolution(s) under Section 13, 14, 61, 64 or any other applicable provisions of the Act, would be required to be separately passed. Amalgamated Company shall file the amended copy of its Memorandum of Association and Articles of Association and all requisite forms and complete the compliance and procedural requirements under the Act, if any, to give effect for such alteration of object Clause with the Registrar of Companies.

5.3 It is hereby clarified that for the purposes of alteration of object Clause in Memorandum of Association in accordance, the sanction of the NCLT shall be deemed to be sufficient.

6. CONDITIONALITY TO THE SCHEME

This Scheme is and shall be conditional upon and subject to:

6.1 The requisite consents, no-objections and approvals being received from the Stock Exchanges to the Scheme in terms of the SEBI Circular;

6.2 The Scheme being approved by respective requisite majorities in numbers and value of such classes of members and creditors of the Companies, as may be directed by the NCLT. Notwithstanding the generality of the foregoing, it is clarified that the Scheme is conditional upon the Scheme being approved by the public shareholders of Amalgamated Company/Resulting Company and Demerged Company through e-voting in terms of Paragraph 9(a) of Part I of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with HO/CFD/DIL1/CIR/P/2020/215 dated November 3, 2020 and the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the Scheme are more than the number of votes cast by the public shareholders against it;

6.3 The Stock Exchanges issuing their observation / no-objection letters and SEBI issuing its comments on the Scheme, as required under Applicable Laws;

6.4 Certified copies of the order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, by each of the Companies;

6.5 Any other sanctions and orders as may be directed by the NCLT in respect of the Scheme.

7. REVOCATION, WITHDRAWAL OF THIS SCHEME

7.1 Subject to the order of the NCLT, the Board of the Demerged Company or Amalgamating Companies or Amalgamating Company 4 shall be entitled to revoke, cancel, withdraw and declare this Scheme of no effect at any stage if, (a) this Scheme is not being sanctioned by the NCLT or if any of the consents, approvals, permissions, resolutions, agreements, sanctions and conditions required for giving effect to this Scheme are not obtained or for any other reason; (b) in case any condition or alteration imposed by the shareholders and/ or creditors of the Companies, the NCLT or any other authority is not acceptable to the Board of the Demerged Company or Amalgamating Companies or Amalgamating Company 4; or (c) the Board of the Demerged Company or Amalgamating Companies or Amalgamating Company 4 is of the view that the coming into effect of this Scheme, in terms of the provisions of this Scheme, or filing of the drawn up order with any governmental authority could have adverse implication on all or any of the Companies.

7.2 On revocation, withdrawal, or cancellation, this Scheme shall stand revoked, withdrawn, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se between the Companies or their respective shareholders or creditors or employees or any other person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Law and in such case, the Demerged Company or Amalgamating Companies or Amalgamating Company 4 shall bear all costs relating to this Scheme unless otherwise mutually agreed.

8. EFFECT OF NON-RECEIPT OF APPROVALS

8.1 In the event of any of the said sanctions and approvals referred to in Clause 6 of Part V of the Scheme not being obtained and / or the Laws; the Scheme not being sanctioned by NCLT or such other Appropriate Authority, if any, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law and agreed between the respective parties to this Scheme.

8.2 The various Parts of this Scheme are inextricably inter-linked with each other and this Scheme constitutes an integral whole. This Scheme shall be given effect to only in its entirety and in the sequence and order mentioned in Clause 2 of Part I of this Scheme.

9. COSTS, CHARGES AND EXPENSES

On sanction and approval of the Scheme by NCLT or such other Appropriate Authority, if any, all costs, charges, taxes including duties, stamp duty, levies and all other expenses, if any, (save as expressly otherwise agreed) of the Companies arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Amalgamated Company/Resulting Company.

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Schedule I
Terms of issue of Redeemable Preference Shares (RPS)

SR. No.	Particulars	Terms
1.	Face Value	The RPS issued pursuant to clause 12.1 of Part IV of the Scheme shall have a face value of Rs.100/- per RPS
2.	Coupon	Zero % per annum, payable annually, subject to deduction of taxes at source, if applicable
3.	Accumulation of Dividend	The RPS shall be cumulative, non-convertible and non-participating in nature.
4.	Voting Rights	The holder of RPS shall have the right to vote in accordance with Section 47 of the Companies Act, 2013
5.	Tenure	15 years from the date of allotment
6.	Redemption	Redemption of RPS would be done at face value of Rs. 100 (Rs One Hundred) and premium of Rs. 0 at the option of the company after giving three months' notice after the expiry of tenure
7.	Winding up	RPS holders shall have a right to receive repayment of the capital paid-up, up to the commencement of winding up, in priority to any payment of capital on the equity shares out of the surplus of Resulting Company but shall not have any further right to participate in the profits or assets of the Resulting Company.
8.	Listing	RPS will not be listed on any of the stock exchanges, unless required by extant regulations

Schedule II
Terms of issue of Redeemable Preference Shares (RPS)

SR. No.	Particulars	Terms
1.	Face Value	The RPS issued pursuant to clause 12.1 of Part IV of the Scheme shall have a face value of Rs.100/- per RPS
2.	Coupon	9% per annum, payable annually, subject to deduction of taxes at source, if applicable
3.	Accumulation of Dividend	The RPS shall be cumulative, non-convertible and non-participating in nature.
4.	Voting Rights	The holder of RPS shall have the right to vote in accordance with Section 47 of the Companies Act, 2013
5.	Tenure	15 years from the date of allotment
6.	Redemption	Redemption of RPS would be done at face value of Rs. 100 (Rs One Hundred) and premium of Rs. 0 at the option of the company after giving three months' notice after the expiry of tenure
7.	Winding up	RPS holders shall have a right to receive repayment of the capital paid-up, up to the commencement of winding up, in priority to any payment of capital on the equity shares out of the surplus of Resulting Company but shall not have any further right to participate in the profits or assets of the Resulting Company.
8.	Listing	RPS will not be listed on any of the stock exchanges, unless required by extant regulations

Annexure II

IN THE NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH

CA (CAA) No. 27/ALD/2021

(Under Sections 230-232 of the Companies Act, 2013)

In the matter of

The Companies Act, 2013

And

In the matter of

Sections 230-232, and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016

And

In the matter of Scheme of Arrangement of:

Genus Prime Infra Limited, having Corporate Identification Number as L24117UP2000PLC032010 and having its registered office situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001.

.....Applicant Company No. 1/ "Amalgamated Company"/ "Resulting Company"

And

Sansar Infrastructure Private Limited, having Corporate Identification Number as U70109UP2008PTC093173 and having its registered office situated at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh - 244001.

.....Applicant Company No. 2/ "Amalgamating Company 1"

And

Star Vanijya Private Limited, having Corporate Identification Number as U51109UP2008PTC093817 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

.....Applicant Company No. 3/ "Amalgamating Company 2"

And

Sunima Trading Private Limited, having Corporate Identification Number as U51909UP2008PTC093671 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.

.....Applicant Company No. 4/ "Amalgamating Company 3"

And

Genus Power Infrastructures Limited, having Corporate Identification Number as L51909UP1992PLC051997 and having its registered office situated at G-123, Sector-63, Noida, Uttar Pradesh – 201307.

.....Applicant Company No. 5/ "Demerged Company"

And

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Yajur Commodities Limited, having Corporate Identification Number as U51395UP2007PLC110438 and having its registered office situated at G-123, Sector-63 Noida, Uttar Pradesh – 201307.

.....Applicant Company No.6/ "Amalgamating Company 4"
their respective Shareholders and Creditors

Order reserved on 06.12.2021
Order pronounced on: 08.12.2021

Coram : Sh. Rajasekhar V.K, Member (Judicial)
Sh. Virendra Kumar Gupta, Member (Technical)

Counsel on Record for the petitioners:
For Applicants : Sh. Ankit Kumar Singh, PCS.

ORDER

Per: Rajasekhar V.K., Member (Judicial)

1. The instant application has been filed in the first stage of the proceedings under Section 230(1) read with Section 232(1) of the Companies Act, 2013 ("**Act**") for orders and directions with regard to meetings of shareholders and creditors in connection with the Scheme of Arrangement amongst Genus Prime Infra Limited ("**Applicant Company No. 1**" or "**Resulting Company**" or "**Amalgamated Company**"), Sansar Infrastructure Private Limited ("**Applicant Company No. 2**" or "**Amalgamating Company 1**"), Star Vanijya Private Limited ("**Applicant Company No. 3**" or "**Amalgamating Company 2**"), Sunima Trading Private Limited ("**Applicant Company No. 4**" or "**Amalgamating Company 3**"), Genus Power Infrastructures Limited ("**Applicant Company No. 5**" or "**Demerged Company**"), and Yajur Commodities Limited ("**Applicant Company No. 6**" or "**Amalgamating Company 4**"); and their respective Shareholders and Creditors ("**Scheme**" or "**Scheme of Arrangement**"). The Scheme *inter-alia* provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 into the Amalgamated Company, demerger of the Investment Business Division business of the Demerged Company and

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vesting of the same with the Resulting Company, and amalgamation of the Amalgamating Company 4 into the Amalgamated Company in the manner and on the terms and conditions stated in the said Scheme of Arrangement enclosed as **Annexure-A1** to the Company Application.

2. It is submitted by Ld. counsel appearing for the Applicant Companies that the shares of the Applicant Companies No. 2 to 4 and 6 are not listed on Stock Exchanges, the equity shares of the Applicant Company No. 1 are listed on BSE Limited and the shares of the Applicant Company No. 5 are listed on BSE Limited and the National Stock Exchange of India Limited. Further, the Applicants have the following classes of shareholders and creditors as on September 30, 2021:

(a) Applicant Company No.1: Equity Shareholders, Preference Shareholders and Unsecured Creditors;

(b) Applicant Company No. 2: Equity Shareholders and Unsecured Creditors;

(c) Applicant Company No. 3: Equity Shareholders and Unsecured Creditors;

(d) Applicant Company No. 4: Equity Shareholders and Unsecured Creditors;

(e) Applicant Company No. 5: Equity Shareholders, Secured Creditors and Unsecured Creditors;

(b) Applicant Company No.6: Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors.

3. In regard to Applicant Company No. 1/Resulting Company/Amalgamated Company, it is submitted that there are 5,404 equity shareholders, 11 preference shareholders and 02 unsecured creditors and all the preference shareholders and unsecured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.

4. In regard to Applicant Company No. 2/Amalgamating Company 1, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and

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all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.

5. In regard to Applicant Company No. 3/Amalgamating Company 2, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.

6. In regard to Applicant Company No. 4/Amalgamating Company 3, it is submitted that there are 01 equity shareholder and 01 unsecured creditor and all the equity shareholder and unsecured creditor have already given their consent to the Scheme by way of affidavits which are annexed to the application.

7. In regard to Applicant Company No. 5/Demerged Company, it is submitted that there are 39,645 equity shareholders, 08 secured creditors and 526 unsecured creditors and all the secured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.

8. In regard to Applicant Company No. 6/Amalgamating Company 4, it is submitted that there are 17 equity shareholders, 10 preference shareholders, 03 secured creditors and 16 unsecured creditors and all the equity shareholder, 7 preference shareholders representing value of 98.42% of the total preference shareholders, 1 secured creditor representing value of 96.11% of the total secured creditors and 6 unsecured creditors representing value of 95.36% of the total unsecured creditors have already given their consent to the Scheme by way of affidavits which are annexed to the application.

9. Directions are sought accordingly for:

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(a) dispensing with the requirement of convening meetings of the Equity Shareholders of the Applicant Cos. No. 2 to 4 and 6, who have already given their consent to the Scheme;

(b) dispense with the requirement of convening the meeting of the preference shareholders of the Applicant Cos. No. 1 and 6, as the preference shareholders with requisite majority have already given their consent to the Scheme;

(c) dispense with the requirement of convening the meeting of the secured creditors of the Applicant Cos. No. 5 and 6, as the secured creditors with requisite majority have already given their consent to the Scheme;

(d) dispense with the requirement of convening the meeting of the unsecured creditors of the Applicant Cos. No. 1 to 4 and 6, as the unsecured creditors with requisite majority have already given their consent to the Scheme; and

(e) convening of meetings of the Equity Shareholders of the Applicant Company No. 1 and Equity Shareholders and Unsecured Creditors of Applicant Company No. 5 to consider the Scheme under Section 230(1) read with Section 232(1) of the Act.

10. Upon perusing the records and documents in the instant proceedings and considering the submissions made on behalf of the Applicant Companies, we allow the instant application and make the following orders:-

(a) **<u>Meetings dispensed</u>**: Meetings of the Equity Shareholders of the Applicant Cos. No. 2 to 4 and 6, Preference Shareholders of the Applicant Cos. No. 1 and 6, secured creditors of the Applicant Cos. No. 5 and 6 and unsecured creditors of the Applicant Cos. No. 1 to 4 and 6 are dispensed with under Section 230(1) read with Section 232(1) of the Act.

(b) **<u>Meetings to be held | Date and Time</u>**: The following meetings shall be convened and held at the following times on **Saturday, February 26, 2022** for the purpose of considering, and, if thought fit, approving the said Scheme, with or without modification:-

i. Meeting of Equity Shareholders of the Applicant Company No. 1 at 11:00 A.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

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ii. Meeting of Equity Shareholders of the Applicant Company No. 5 at 1:30 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

iii. Meeting of Unsecured Creditors of Applicant Company No. 5 at 4 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

In the event any meeting, as aforesaid, spills over and is concluded after the time fixed for commencement of the succeeding meeting, such succeeding meeting shall be held immediately after such conclusion of the prior meeting.

(c) **Mode of meetings**: The meetings, as above, shall be held physically at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

(d) **Advertisement**: At least 30 (thirty) clear days before the meeting(s) to be held, as aforesaid, an advertisement of the notice of meeting(s) as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be published in the below manner:

i. In relation of the aforesaid meetings of the Equity Shareholders of the Applicant Company No. 1, in Financial Express, Delhi Edition, in English Language; and Jansatta, Delhi Edition, in Hindi Language having wide circulation in the state of Uttar Pradesh; and

ii. In relation of the aforesaid meetings of the Equity Shareholders and Unsecured Creditors of Applicant Company No. 5 in Financial Express, Delhi Edition, in English Language; and Jansatta, Delhi Edition, in Hindi Language having wide circulation in the state of Uttar Pradesh by way of a joint advertisement.

(e) **Individual Notices**: At least 30 (thirty) clear days before the date of the meeting(s) to be held, as aforesaid, notices convening the said meeting(s), along with all documents required to be sent with the same, including a copy of the said Scheme, statement prescribed under the provisions of the Act disclosing necessary details and the prescribed form of proxy and postal ballots, shall be sent to each of the Equity Shareholders of the Applicant Company No. 1 as on December 31, 2021 (cut-off date) and Equity Shareholders of the Applicant Company No. 5 as on December 31, 2021 (cut-off date) and Unsecured Creditors

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of the Applicant Company No. 5 as on September 30, 2021 (cut-off date) as per the list appended in the Company Application as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by post or courier at their respective last known addresses or by email where email addresses are available. The respective notices along with accompanying documents shall also be posted on the websites of the Applicant Company No. 1 and Applicant Company No 5, respectively, if any. The Chairperson appointed for the said meetings to issue and send the notices of the aforesaid meetings. The Chairman is permitted to issue, through NSDL or CDSL, only electronic notices (with postal ballot through email) to shareholders having dematerialized accounts as on the cut-off date. Postal notices (including postal ballot) may be sent only to those shareholders who own physical shares on the cut-off date or whose email addresses are not available. Further, the Chairman is permitted to issue, only electronic notices (with postal ballot through email) to unsecured creditors whose email addresses are available in the records of the company. Postal ballot shall be issued by email to those shareholders and creditors to whom notice is being sent through email.

(f) **Chairperson**: Mr. Rahul Agarwal, Advocate (Mobile No. 9453091100) and failing him, Mrs. Pragya Pandey, Advocate (Mobile No.9792027224) is appointed as the Chairperson of the meetings to be held, as aforesaid. The Chairperson shall be paid a consolidated sum of ₹1,00,000/- for conducting the aforesaid meetings. The Chairperson shall have all other powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with the other applicable rules and provisions in relation to conduct of the meetings, including for deciding procedural questions that may arise at the meeting or at any adjournment thereof, or any other matter relating to the meetings, including an amendment to the Scheme, if any proposed by any persons.

(g) **Scrutinizer**: Shri Shashi Kant Gupta, Practicing Company Secretary (Mobile No. 9415042137), is appointed as the Scrutinizer of the meetings to be held, as

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aforesaid. The scrutinizer shall be paid a consolidated sum of ₹75,000/- for the meetings.

(h) **Quorum and Attendance**: The quorum for the meeting of members entitled to attend the same shall be determined in accordance with Section 103 of the Companies Act, 2013 and the quorum for the meeting of unsecured creditors entitled to attend the same shall also be determined in accordance with Section 103 of the Companies Act, 2013 as provided for the shareholders.

For computing the quorum, persons present through valid proxy shall also be considered. In case the quorum of any meeting is not present within half an hour from the time appointed for the meeting, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting or alternatively it may be provided that the shareholders / creditors present shall be deemed to constitute quorum.

(i) **Mode of Voting**: At the venue of the meetings held physically, voting shall be conducted physically by polling paper. Further, in case of meeting of Equity Shareholders of Applicant Company No. 1 and Applicant Company No. 5, facility for voting by postal ballot / remote e-voting shall also be provided during the period starting from January 27, 2022 (9:00 A.M.) to February 25, 2022 (5:00 P.M.). The facility for remote e-voting shall be disabled at 5:00 P.M on February 25, 2022.

(j) **Cut-off date**: The cut-off date for determining the eligibility to vote and value of votes shall be September 30, 2021 (Cut-off date) for the meeting of Unsecured Creditors of the Applicant Company No. 5 and the cut-off date for determining the eligibility to vote and value of votes shall be December 31, 2021 (Cut-off date) for the meeting of Equity Shareholders of the Applicant Company No. 1 and 5 respectively. The value of the votes cast shall be reckoned and scrutinized with reference to the said date. The value of each Unsecured Creditor and each Equity Shareholder shall be in accordance with the books and records of the

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Applicant Companies as on the cut-off date as stated above and, where entries in the books are disputed, the Chairperson shall determine the value for purposes of the said meetings.

(k) **Voting procedure**: Subject to the directions and matters dealt with herein, the procedure for voting by e-voting and polling paper and postal ballots and conduct of voting, in so far as the same is prescribed by the Companies (Management & Administration) Rules, 2014 ("**the said Rules**"), and the Forms thereunder shall be followed with such variations as required in the circumstances and in relation to the resolution for approval of the Scheme. Persons who are entitled and have an option to vote on the resolution put to a meeting by (a) remote e-voting or (b) by polling paper or (c) by postal ballots as above, may opt to exercise their votes only in one of such modes. In case, they cast their votes by postal ballot/ remote e-voting, as aforesaid, they will not be entitled to vote again at the meeting, whether in person or by proxy. If they do so, the votes so cast by them at the meeting shall be treated as invalid. Further, in the event the same shareholder casts votes by e-voting as also by postal ballot, the vote cast by e-voting shall prevail and the postal ballot shall be disregarded. It is clarified that such persons choosing to cast their votes by postal ballot/remote e-voting shall nevertheless be entitled to attend and participate in the discussions in such meeting but shall not be entitled to vote again at such meeting.

(l) **Proxies & Board Resolutions**: A person, including a Body Corporate, entitled to attend and vote at the venue of a meeting, as aforesaid, may do so personally or by proxy, provided the proxies in the prescribed form duly signed by such person and/or the certified copy of resolution of the Board of Directors or other governing body of such person, where it is a Body Corporate, authorising its representative to attend and vote at such meeting on its behalf, as the case may be, is deposited at the registered office of the concerned Applicant Company not later than 48 (forty eight) hours before the time for holding such meeting. If a Body Corporate chooses to vote by postal ballot/ remote e-voting a scanned copy of such board resolution shall be sent by email to the Scrutinizer. It is clarified

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that proxies can only attend at the venue of the meeting and vote thereat by polling paper and are not entitled otherwise to attend or to vote by postal ballot/remote e-voting.

(m) **Scrutinizer's Report**: The votes cast shall be scrutinised by the Scrutinizer. Votes cast in all the modes shall be consolidated. The Scrutinizer shall prepare and submit the respective reports on the meetings along with all papers relating to the voting to the Chairperson of the meetings within 3 days in the case of meetings of the Unsecured Creditors of the Applicant Company No. 5 and within 48 hours in the case of meeting of Equity shareholders of the Applicant Company No. 1 and the Applicant Company No. 5 after the conclusion of the respective meetings. The Chairperson shall declare the results of the meetings after submission of the reports of the Scrutinizer.

(n) **Declaration of Results**: The resolution for approval of the Scheme of Arrangement put to a meeting shall, if approved by a majority in number representing three-fourths in value of the Unsecured Creditors of Applicant Company No. 5, and respective Equity Shareholders of Applicant Company No. 1 and Applicant Company No. 5, casting their votes, as aforesaid, shall be deemed to have been duly passed on the date of such meeting under Section 230(1) read with Section 232(1) of the Companies Act, 2013. The declaration of results by the Chairperson shall be displayed on the Notice Board of the Applicant Company No. 1 and Applicant Company No. 5 at its registered office, and shall also be posted on the websites of the Applicants, if any. Further, such declaration of results of the meeting of Equity Shareholders of Applicant Company No. 1 and 5 shall also be posted on the website of the Agency providing the facility for e-voting for the Applicant Company No. 1 and 5. In addition to the aforesaid, all other requirements with regard to publication and communication of Scrutinizer's report and Chairperson's declaration of results, as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 should also be complied with in case of Applicant No. 1 and 5.

—Sd—

(o) The Chairperson to report to this Tribunal the results of the said meetings within 15 days from the date of the conclusion of the said meetings. Such report shall be in Form No. CAA4 of the Companies (Compromises. Arrangements and Amalgamations) Rules, 2016, verified by affidavit.

11. Notice under Section 230(5) of the Companies Act, 2013 along with all accompanying documents, including a copy of the aforesaid Scheme and statement under the provisions of the Companies Act, 2013 shall also be served on the (i) Central Government through the Regional Director, Northern Region, Ministry of Corporate Affairs; (ii) Registrar of Companies, Uttar Pradesh within whose jurisdiction the Applicant Companies are registered; (iii) Income- Tax Authorities within whose jurisdiction the Applicant Companies are assessed, clearly indicating the PAN of the company concerned; (iv) the Official Liquidator, Uttar Pradesh, Allahabad; by hand delivery or by registered / speed post or by email forthwith after the notices are sent to the shareholders and creditors, as aforesaid. The aforesaid notice shall also be sent to BSE Limited through BSE Listing Centre in view of the observations given by BSE Limited in its observation letter. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days from the date of receipt of the notice with a copy of such representation being simultaneously sent to the Advocate of the said Applicants. If no such representation is received by the Tribunal within such period, it shall be presumed that such authorities have no representation to make on the said Scheme of Arrangement. Such notice shall be sent pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 in Form No. CAA3 of the said Rules with necessary variations, incorporating the directions herein. As prayed in the Application, the Tribunal dispense with the requirement of service of notice under Section 230(5) of the Companies Act, 2013 to the Securities and Exchange Board of India and National Stock Exchange of India Limited in view of the observations of the National Stock Exchange of India Limited and BSE Limited given in no objection/ no adverse observation letters enclosed in the Company Application.

—Sd—

12. The Applicants to file an affidavit proving service of notices of meetings and publication of advertisement and compliance of all directions contained herein at least a week before the meetings to be held.

13. The application being Company Application (CAA) No. 27/ALD/2021 is disposed of accordingly.

—Sd— —Sd—

Virendra Kumar Gupta
Member (Technical)

Rajasekhar V.K.
Member (Judicial)

Swati Gupta
(LRA)

Annexure III

Valuation Report

December 2020

Fair Share Entitlement & Share Swap Ratio Report, in relation to the 'Proposed Scheme of Arrangement'

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BDO Valuation Advisory LLP
The Ruby, Level 9, North East Wing,
Senapati Bapat Marg, Dadar West,
Mumbai-400028, INDIA

Ref. No.: SD/Dec41/2020

December 04, 2020

To

The Board of Directors
Genus Prime Infra Limited
Near Moradabad Dharam Kanta
Kanth Road, Harthale Kanth
Moradabad-244001, Uttar Pradesh, India

The Board of Directors
Yajur Commodites Limited
G-123, Sector-63, Gautam Buddha Nagar
Noida-201307, Uttar Pradesh, India

The Board of Directors
Genus Power Infrastructures Limited
G-123, Sector-63, Gautam Buddha Nagar
Noida-201307, Uttar Pradesh, India

The Board of Directors
Sansar Infrastructure Private Limited
Village Aghwanpur Kanth Road,
Moradabad-244001, Uttar Pradesh, India

The Board of Directors
Star Vanijya Private Limited
Moradabad Dharam Kanta
Kanth Road Harthala
Moradabad-244001,
Uttar Pradesh, India

The Board of Directors
Sunima Trading Private Limited
Moradabad Dharam Kanta,
Kanth Road Harthala Moradabad-244001,
Uttar Pradesh, India

Dear Sir(s)/Madam(s),

Sub: Recommendation of Fair Share Entitlement and Share Swap Ratio for the Proposed Scheme of Arrangement.

We, BDO Valuation Advisory LLP **("BDO Advisory" or "We" or "Us")**, have been appointed vide letter dated August 27, 2020 and addendum engagement letter dated November 18, 2020 bearing its reference number SD/Nov181/2020 to recommend the Fair Share Entitlement and Share Swap Ratio for the following scheme which is in pursuant to provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and applicable provisions of Securities and Exchange Board of India, and collectively referred to as "Proposed Scheme of Arrangement":

- **Scheme 1:** Amalgamation of Sansar Infrastructure Private Limited (**"Sansar"** or **"Amalgamating Company 1"**), Star Vanijya Private Limited (**"Star"** or **"Amalgamating Company 2"**) & Sunima Trading Private Limited (**"Sunima"** or **"Amalgamating Company 3"**) with Genus Prime Infra Limited (**"Genus Prime"** or **"Amalgamated Company" or "Resulting Company"**);
- **Scheme 2:** Demerger of Demerged Undertaking of Genus Power Infrastructures Limited **("GPIL" or "Demerged Company")** and transfer to Genus Prime on a going concern basis (**"Proposed Demerger**"); and
- **Scheme 3:** Amalgamation of Yajur Commodities Limited **("Yajur" or "Amalgamating Company 4")** with Genus Prime.

Genus Prime, Yajur and GPIL are collectively referred to as **("the Client")**.

We are pleased to present herewith our report on the same.

The cut-off date for the present valuation exercise has been considered as at September 30, 2020 **("Valuation Date")** and the market factors have been considered till December 04, 2020. The attached report details the valuation methodologies, calculations and conclusions with respect to this valuation.

We believe that our analysis must be considered as a whole. Selected portions of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis.

This letter should be read in conjunction with the attached report.

Thanking you,

For BDO Valuation Advisory LLP
IBBI Reg. No.: IBBI/RV-E/02/2019/103

BDO VALUATION ADVISORY LLP

Swanand Kishor Deshpande
IBBI Reg. No.: IBBI/RV/05/2019/11148
Securities and Financial Assets
Partner

For BDO Valuation Advisory LLP
IBBI Reg. No.: IBBI/RV-E/02/2019/103

BDO VALUATION ADVISORY LLP

Akriti Bhatia
IBBI Reg. No.: IBBI/RV/07/2019/11019
Land and Building
Partner

For BDO Valuation Advisory LLP
IBBI Reg. No.: IBBI/RV-E/02/2019/103

BDO VALUATION ADVISORY LLP

Shashank Namdeo Patil
IBBI Reg. No.: IBBI/RV/07/2019/10915
Plant and Machinery
Partner

Table of Contents

1. Brief Background of the Companies

Genus Prime Infra Limited ("Genus Prime" or "Amalgamated Company" or "Resulting Company")

1.1. Genus Prime Infra Limited (Erstwhile known as Gulshan Chemfill Limited), is a company domiciled in India, having its registered office at Near Moradabad Dharam Kanta, Kanth Road, Harthale Kanth, Moradabad-244001, Uttar Pradesh, India. It was incorporated with the objective to undertake infrastructure activity and purchase, sell, exchange and transfer of securities shares, debentures & all other forms of investment and to carry on all kinds of investments business. Equity shares of Genus Prime is listed on the BSE Limited (**"BSE"**). The Corporate Identification Number (**"CIN"**) of the Genus Prime as per Ministry of Corporate Affairs (**"MCA"**) is L24117UP2000PLC032010.

1.2. The issued, subscribed and paid-up equity share capital of Genus Prime as on September 30, 2020 is INR 2.99 Cr, comprising of 14,926,440 equity shares of face value INR 2.00 each, and the summarized shareholding pattern as on September 30, 2020 is as follows:

Particulars	No. of Equity Shares	Holding (%)
I. Promoter		
Individuals/Hindu undivided Family	11,189,523	**75.0%**
Total Promoter Group	**11,189,523**	**75.0%**
II. Public		
Institutions	200	**0.0%**
Non-Institutions	3,736,717	**25.0%**
Total Public Group	**3,736,917**	**25.0%**
Total	**14,926,440**	**100.0%**

1.3. The issued, subscribed and paid-up 0% Redeemable Preference Share capital of Genus Prime as on the September 30, 2020 is INR 1.00 Cr, comprising of 100,000 preference shares of face value INR 100.00 each, and the summarized shareholding pattern as on September 30, 2020 is as follows:

Particulars	Units	Amount (INR Cr)
Namo Resorts Private Limited	10,000	0.10
Webnet Systems India Private Limited	10,000	0.10
Rahul Finlease Private Limited	10,000	0.10
Polo Leasing & Finance Private Limited	10,000	0.10
Rajkar Electronics & Electricals Private Limited	10,000	0.10
Sears Exim Private Limited	10,000	0.10
Panchvatti International Private Limited	10,000	0.10
Sharda India Private Limited	10,000	0.10
Upper India Sugar Mills Private Limited	10,000	0.10
Ria Marketing Services Private Limited	5,000	0.05
Nepostal India Private Limited	5,000	0.05
Total	**100,000**	**1.00**

Sansar Infrastructure Private Limited ("Sansar" or "Amalgamating Company 1")

1.4. Sansar Infrastructure Private Limited, is a company domiciled in India, having its registered office at Village Aghwanpur Kanth Road, Moradabad-244001, Uttar Pradesh, India. The CIN of Sansar as per MCA records is U70109UP2008PTC093173. It was incorporated with the objective to undertake trading activities.

1.5. The issued, subscribed and paid-up equity share capital of Sansar as on September 30, 2020 is INR 0.33 Cr, comprising of 330,600 equity shares of face value INR 10.00 each. It is a wholly owned subsidiary of Genus Prime.

Star Vanijya Private Limited ("Star" or "Amalgamating Company 2")

1.6. Star Vanijya Private Limited is a company domiciled in India, having its registered office at Moradabad Dharam Kanta Kanth Road, Harthala Moradabad-244001, Uttar Pradesh, India. The CIN of Star as per MCA records is U51109UP2008PTC093817. It was incorporated with the objective to undertake trading activities.

1.7. The issued, subscribed and paid-up equity share capital of Star as on September 30, 2020 is INR 0.38 Cr, comprising of 376,800 equity shares of face value INR 10.00 each. It is a wholly owned subsidiary of Genus Prime.

Sunima Trading Private Limited ("Sunima" or "Amalgamating Company 3")

1.8. Sunima Trading Private Limited, is a company domiciled in India, having its registered office at Moradabad Dharam Kanta Kanth Road, Harthala Moradabad-244001, Uttar Pradesh, India. The CIN of Sunima as per MCA records is U51909UP2008PTC093671. It was incorporated with the objective to undertake trading activities.

1.9. The issued, subscribed and paid-up equity share capital of Sunima as on September 30, 2020 is INR 0.34 Cr, comprising of 340,000 equity shares of face value INR 10.00 each. It is a wholly owned subsidiary of Genus Prime.

Yajur Commodities Limited ("Yajur" or "Amalgamating Company 4")

1.10. Yajur Commodities Limited (formerly known as Virtuous Urja Limited), is engaged in the business of processing and trading of Coke and Coal. Its products include thermal coal which include Australian origin, Indonesian origin, and South African origin, Unites States origin and lame coke. The CIN and registered office address of Yajur as per MCA records are G-123, Sector-63, Noida-201307, Gautam Budh Nagar, Uttar Pradesh, India and U51395UP2007PLC110438 respectively.

1.11. The issued, subscribed and paid-up equity share capital of Yajur as on March 31, 2020 is INR 31.29 Cr, comprising of 31,293,104 equity shares of face value INR 10.00 each and the summarized shareholding pattern as on March 31, 2020 is as follows:

Particulars	Number of Share	% Holding
Hi-Print Electromack Private Limited **("Hi-Print")**	11,471,897	36.7%
Genus Paper & Boards Limited **("Genus Paper")**	6,080,000	19.4%
GPIL	6,177,586	19.7%
Sansar	2,796,552	8.9%
Sunima	1,862,069	6.0%
Kailash Coal and Coke Limited **("KCCL")**	40,000	0.1%
Others	2,865,000	9.2%
Total	**31,293,104**	**100.0%**

1.12. The issued, subscribed and paid-up preference share capital of Yajur as on March 31, 2020 is INR 95.18 Cr, comprising of 9,518,000 preference shares of face value INR 100.00 each and the summarized shareholding pattern as on March 31, 2020 is as follows:

Particulars	Nature of Instrument	Units	Amount (INR Cr)
Genus Paper	9% Redeemable Cumulative Non-Convertible Preference Shares of INR 100.00 each	2,800,000	28.00
GPIL	9% Redeemable Cumulative Non-Convertible Preference Shares INR 100.00 each	3,100,000	31.00
GPIL	6% Redeemable Cumulative Non-Convertible Preference shares INR 100.00 each	2,200,000	22.00
GPIL	10% Redeemable Cumulative Non-Convertible Preference Shares INR 100.00 each	500,000	5.00
Hi Print	0% Redeemable Preference Shares of INR 100.00 each	338,000	3.38
Neotex Vinimay Private Limited		50,000	0.50
Paramjyoti Traders Private Limited		50,000	0.50
Tejaswani Commercial Private Limited		50,000	0.50
Sansar		297,500	2.97
Sunima		132,500	1.33
Total		**9,518,000**	**95.18**

Genus Power Infrastructures Limited (“GPIL” or “Demerged Company”)

1.13. Genus Power Infrastructures Limited (formerly known as Genus Overseas Electronics Limited), is a company domiciled in India having it registered office at G-123, Sector-63, Gautam Buddha Nagar, Noida-201307, Uttar Pradesh, India. It is engaged in the following businesses:

- manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity (“**Core Business Division**”); and
- holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, other specific assets and liabilities etc. (**“Demerged Undertaking”**).

1.14. The equity shares of GPIL are listed on National Stock Exchange of India Limited ("NSE") and BSE. The CIN of GPIL as per MCA Records is L51909UP1992PLC051997.

1.15. The issued, subscribed and paid-up equity share capital of GPIL as on November 28, 2020 is INR 25.74 Cr, comprising of 257,358,965 equity shares of face value INR 1.00 each, and the summarized shareholding pattern as on November 28, 2020 is as follows:

Particulars	No. of Equity Shares	Holding (%)
I. Promoter		
Individuals/Hindu undivided Family	6,97,86,084	**27.1%**
Corporates	6,01,11,227	**23.4%**
Total Promoter Group	**12,98,97,311**	**50.5%**
II. Public		
Institutions	1,85,56,588	**7.2%**
Non-Institutions	10,89,05,066	**42.3%**
Total Public Group	**12,74,61,654**	**49.5%**
Total	**25,73,58,965**	**100.0%**

1.16. Genus Prime, Sansar, Star, Sunima, Yajur and GPIL are collectively referred to as “**the Companies**”.

1.17. M.K.J. Manufacturing Private Limited (**“MKJ”**), Greentech Mega Food Park Limited (**“GMFPL”**), Genus Innovation Limited (**“GIL”**), Yajur Commodities Limited (**“Yajur”**), Kailash Industries Limited (**“KIL”**), Kailash Vidyut & Ispat Limited (**“KVIL”**), Hi-Print Electromack Private Limited (“Hi-Print”), Orchid Infrastructure Developers Private Limited (**“OIDPL”**) and Genus Consortium are collectively referred to as “**Other Genus Group Companies**”.

2. Purpose of Valuation

2.1. As mentioned earlier, following is the Proposed Scheme of Arrangement:

Scheme 1:

- Proposed Amalgamation of Sansar, Star and Sunima with Genus Prime.

Scheme 2:

- Demerger of Demerged Undertaking of GPIL and transfer to Genus Prime on a going concern basis;
- The Demerged Undertaking: holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, other specific assets and liabilities etc.;
- Under the Proposed Scheme of Arrangement, the shareholders of the Demerged Company will be issued equity shares of Genus Prime.

Scheme 3:

- Proposed Amalgamation of Yajur with Genus Prime;
- Under the Proposed Scheme of Arrangement, Genus Prime will issue its equity shares and preference shares to the respective equity and preference shareholders (other than the cancelled equity and preference shares pursuant to Proposed Scheme of Arrangement) of Yajur.

The Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India **("SEBI")**.

2.2. In this regard, we have been appointed by the Client to recommend Fair Share Entitlement Ratio for Scheme 2 and Fair Share Swap Ratio for Scheme 3 under the Proposed Scheme of Arrangement (**"Purpose"**).

2.3. This valuation report has been prepared for compliance under the applicable provisions of the Companies Act, 2013 and SEBI.

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3. Caveats, Exclusions and Limitations

3.1. This Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

3.2. We are provided with information as mentioned in Section 4 of this report and time to make our opinion for this valuation exercise. However, our opinion may change if any material information is not disclosed / is hidden from us during our valuation exercise.

3.3. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by us during the course of our work. Accordingly, we express no audit opinion or any other form assurance on this information on behalf of the Companies/ Other Genus Group Companies. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence or legal title search of the assets or liabilities of the Companies/ Other Genus Group Companies or any of its subsidiaries (if any) or associated companies (if any) and have considered them at the value as disclosed by the Companies/ Other Genus Group Companies in their regulatory filings or in submissions, oral or written, made to us. Nothing has come to our knowledge to indicate that the material provided to us was misstated or incorrect or would not afford reasonable grounds upon which to base our Report.

3.4. Further, this valuation report is based on the extant regulatory environment and the financial, economic, monetary and business/market conditions, and the information made available to us or used by us up to, the date hereof, which are dynamic in nature and may change in future, thereby impacting the valuation of the Companies/ Other Genus Group Companies. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this report and we shall not be obliged to update, review or reaffirm this report if the information provided to us changes. The information presented in this Valuation Report does not reflect the outcome of any due diligence procedures, which may change the information contained herein and, therefore, the valuation report materially. Further events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

3.5. The report assumes that the Companies/ Other Genus Group Companies as well as the Client and their asset comply fully with relevant laws and regulations applicable in their area of operations and usage unless otherwise stated, and that the companies/business/assets will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigations and other contingent liabilities that are not recorded/reflected in the balance sheet/fixed assets register provided to us.

3.6. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical appraisal of any of the assets, operations or liabilities of the Companies/ Other Genus Group Companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our report.

3.7. Valuation is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different value on this business.

3.8. The realization of projections of the Companies for which forecast have been provided, is dependent on the continuing validity of the assumptions on which they are based. Since the projections relate to the future, actual results are likely to be different from the projected results in case of events and circumstances not occurring as projected and the differences may be material. Our work did not constitute a validation of the all the assumptions under consideration and accordingly, we do not express any opinion on the same. The robustness of the valuation and its analysis is dependent on the reasonableness, commercial viability and achievability of the assumptions underlying the forecasts. Whilst we have reviewed the financial projections provided by management and representatives of the Client, conducted a high level analysis of these financial projections for arithmetic and logical consistency. We take no responsibility for the achievement of the predicted results.

3.9. For the present valuation analysis exercise, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified.

3.10. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the companies, their directors, employee or agents. In the particular circumstances of this case, our liability, if any (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, howsoever the loss or damage caused, shall be limited to the amount of fees actually received by us from the Client, as laid out in the engagement letter including addendum, for such valuation work.

3.11. We owe responsibility only to the Boards of Directors of Client, Sansar, Star & Sunima with reference to terms of engagement letter and nobody else. We shall not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Client.

3.12. Whilst all reasonable care has been taken to ensure that the factual statements in the report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this report.

3.13. We have no present or planned future interest in Companies / Client or any of its group companies and the fee for this report is not contingent upon outcome of the transaction. This Report does not look into the business / commercial reasons behind the Proposed Scheme nor the likely benefits arising out of the same. The assessment of commercial and investment merits of the Companies/ Other Genus Group Companies are sole responsibility of the investors of the Client and we don't express opinion on the suitability or otherwise of entering into any financial or other transactions with the Companies/Client.

3.14. In rendering this report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.

3.15. This report and the information contained herein are absolutely confidential and are intended for providing select information and only in connection to comply the formalities with the purpose mentioned above or for sharing with shareholders, Board of Directors, creditors, Regional Directors, Registrar of Companies, National Company Law Tribunal and office of other regulatory or statutory authorities. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. In the event, the Client or their management or their representatives intend to extend the use of this report beyond the purpose mentioned earlier in the report, with or without our consent, we will not accept any responsibility to any other party to whom this report may be shown or who may acquire a copy of the report. We don't take any responsibility for the unauthorized use of this report.

3.16. Any matters related to legal title and ownership are outside the purview and scope of this valuation exercise. Further, no legal advice regarding the title and ownership of the subject property has been obtained while conducting this valuation exercise. Valuation may be significantly influenced by adverse legal, title or ownership, encumbrance issues.

3.17. Any environmental due diligence or study is outside the scope of this engagement; therefore, no such due diligence or study has been carried out by us. We have assumed that the subject asset complies with all environmental laws and regulations.

3.18. During the course of our work, we have relied upon the certain opinion documents made available by the management and representatives of the Client on behalf of the Companies/ Other Genus Group Companies. Though we have reviewed it, we have not independently verified the same. As these opinions/assumptions require the exercise of judgment and are subject to uncertainties, there can be no assurance that these assumptions are accurate.

3.19. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our report or by virtue of fact that the details provided to us are incorrect or inaccurate.

3.20. Further, this report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to us or used by us up to, the date hereof. Subsequent developments in the aforementioned conditions may affect this report and the assumptions made in preparing this report and we shall not be obliged to update, revise or reaffirm this report if the information provided to us changes.

3.21. We have arrived at a relative value based on our analysis. The actual market price achieved may be higher or lower than our estimate of value of the Companies/ Other Genus Group Companies depending upon the circumstances of the transaction, the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers and the applicability of a discount or premium for control will also affect actual market price achieved. Accordingly, our valuation conclusion will not necessarily be the price at which any agreement proceeds. The final transaction price is something on which the parties themselves have to agree. We also emphasize that our recommendation is not the only factor that should be considered by the parties in agreeing the transaction price.

3.22. The recommendation(s) rendered in this Report only represent our recommendation(s) based upon information furnished by the Client (or its representatives) and other sources and the said recommendation(s) shall be considered to be in the nature of non-binding advice, (our recommendation will however not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors). We have no obligation to update this Report.

3.23. The Valuation exercise of the Companies/ Other Genus Group Companies/ Client has been performed on the latest audited/ limited reviewed/ provisional unaudited, standalone/ consolidated balance sheet, as available and provided by Client’s management.

3.24. Further, after declaration of Coronavirus Disease (**"COVID-19"**) as a pandemic by World Health Organization and consequent imposition of lockdown in India has caused a widespread disruption in businesses as well as on financial markets in India and globally alike. Our assumptions for the valuation is surrounded by these unprecedented uncertainty across all the industries and sectors including the time period over which these circumstances could prevail. The valuation assumptions, the underlying projections and the outcome of the valuation analysis could materially change as a result of the continued or increased uncertainty around the prevalence of COVID-19 circumstances and hence a reliance on our valuation must be placed considering these unprecedented circumstances.

3.25. A draft of this report was shared with the Companies, prior to finalization of report, (excluding the recommended Fair Share Entitlement and Share Swap Ratio) as part of our standard practice to make sure that factual inaccuracy/omission are avoided in the report.

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4. Sources of Information

4.1. For the purpose of this valuation exercise, we have relied on the following sources of information provided by the management representatives of the Client on behalf of the Companies/Other Genus Group Companies:

- Limited Reviewed Financial Statements and Audited Financial Statements of the following companies:

Particular	Financials
Genus Prime	- Limited Review (**"LR"**) Financial Statements for Period Ended September 30, 2020 - Audited Financial Statements for Financial Year (**"FY"**) 20 and FY19
GPIL	
Star	
Sunima	
Sansar	
MKJ	
GMFPL	- LR Financial Statements for Period Ended September 30, 2020 - Audited Financial Statements for FY20
Genus Innovation Limited	- Audited Financial Statements for FY20 and FY19
Yajur	
Hi Print	- Audited Financial Statements for FY20
Genus International Commodities Limited (**"GICL"**)	
Maple Natural Resources Pte. Limited	
Greenwings Innovation Finance Private Limited	
Virtuous Mining Limited	
Ganpati Global Private Limited	
KCCL	
Genus Apparels Limited (**"GAL"**)	
KIL	- Audited Financial Statements for FY19
KVIL	
OIDPL	
Virtuous Infra Limited ("**VIL**")	
RK Commodities Services Private Limited	
Genus Electrotech Limited	
Sheetal Impex Private Limited	
JC Textiles Limited ("JCTL")	
General Mobility Solutions Limited	
Genus Consortium	

- Financial projections of Genus Innovation, Yajur and KCCL.
- Income Tax Return of Yajur, GIL and KCCL for FY19;

- Terms of Preference Shares issued by Genus Prime, Yajur, Hi Print, GICL, GAL, KIL and KVIL;
- Land Ownership Documents & its Area Details, flats/commercial documents & their details and other details of Yajur, MKJ, GMFPL, GICL, KCCL, GAL, VIL and JCTL;
- Information related to shareholding pattern of Genus Prime, GPIL, Star, Sunima, Sansar, Yajur and Other Genus Group Companies;
- Draft Copy of Proposed Scheme of Arrangement;
- Management Representation Letter;
- Relevant data and information provided to us by the representatives of Client on behalf of the Companies/ Other Genus Group Companies either in written or oral form or in form of soft copy; and
- Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including NSE and BSE).

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5. Procedures Adopted

5.1. We have adopted the following procedures to carry out the valuation exercise:

- Requested and received financial statements as well as qualitative information including principal documents, if any, of the Companies/ Other Genus Group Companies;
- Reviewed historical financials of the Companies/ Other Genus Group Companies with regard to their financial positions as well as performance;
- Reviewed financial projections provided to us for Companies/ Other Genus Group Companies mentioned in Section 4 of this report;
- Discussed with the Client's management to understand the business and fundamental factors of the Companies/ Other Genus Group Companies;
- Obtained data available in public domain;
- Undertook analysis of the publicly available market data including economic factors, COVID-19**,** that may impact the valuation.
- Selection of valuation methodologies as per internationally accepted valuation methodologies for valuing the Companies/ Other Genus Group Companies;
- With regard to valuation of Land & Building, considering the current COVID-19 pandemic, we could not conduct the site visit and carried out valuation exercise on desktop basis considering the underlying documents such as land area details, ownership documents and other details;
- Further for Plant & Machinery, we have taken book value as the fair value;
- For the purpose of arriving at the value for this valuation exercise, we have considered the valuation base as 'Fair Value'. Our valuation and this report is based on the premise of going concern value. Any change in the valuation base or the premise could have significant impact on our valuation exercise, and therefore, this Report;
- Valuation exercise is carried out by applying internationally accepted valuation methodologies with due cognizance of business and fundamental factors of the Companies/ Other Genus Group Companies; and
- Recommended Fair Share Entitlement and Share Swap Ratio and Issued final report.

6. Major factors that were considered during the valuation

- Risk associated with the businesses;
- Growth in Revenue, EBITDA Margins during the projected period and the risk of achieving the same;
- Underlying assets of the Companies/ Other Genus Group Companies; and
- Representation by the Client on current status of operation of the Companies/ Other Genus Group Companies;
- Economic and other market factors.

7. Valuation Approaches

7.1. Arriving at the Fair Share Entitlement and Share Swap Ratio for the Proposed Scheme of Arrangement would require determining the relative values. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Scheme of Arrangement.

7.2. It is pertinent to note that the valuation of any company or its undertaking or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of companies and their assets.

7.3. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

7.4. It may be noted that BDO Valuation Advisory LLP is enrolled with IOV Registered Valuers Foundation, which has recommended to follow Valuation Standards issued by International Valuation Standards Council (**"IVS"**). We have given due cognizance to the same in carrying out the valuation exercise.

7.5. The cut-off date for the current valuation exercise has been considered as September 30, 2020 and market factors have been considered till December 04, 2020.

7.6. There are three internationally accepted valuation approaches to valuation:

(a) "Market" Approach;

(b) "Income" Approach; and

(c) "Cost" Approach.

Market Approach

Under the Market Approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market Approach generally reflects the investors' perception about the true worth of the company.

Market Price ("MP") Method

Under this method, the market price of an equity share of the company as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

Comparable Companies Multiples ("CCM") Method

Under the Comparable Companies Multiple (**"CCM"**) method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholder.

Comparable Transactions Multiples ("CTM") Method

Under the Comparable Transactions Multiple (**"CTM"**) method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances. This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Income Approach

The Income Approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow (**"DCF"**) Method under the Income Approach seeks to arrive at a valuation based on the strength of future cash flows.

DCF Method

Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The Free Cash Flows to Firm **("FCFF")** represent the cash available for distribution to the owners as well as lenders of the business and the Free Cash Flows to Equity **("FCFE")** represent the cash available for distribution to the owners of the business. FCFF are discounted by the Weighted Average Cost of Capital **("WACC")** and FCFE are discounted by the Cost of Equity **("Ke")**. The WACC or Ke, based on an optimal vis-à-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers risk of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "Constant Growth Model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations. The Business/Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further reduced by the value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of the business.

Cost Approach

The Cost Approach, also known as the Asset-based Approach, involves methods of determining a company's value by analyzing the market value of a company's assets.

Summation Method

The Summation Method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings. This valuation approach is mainly used in case where the assets base dominates earnings capability.

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8. Conclusion on Valuation Approaches

8.1. In order to consider reasonable methods for the valuation exercise, we have referred to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended from time to time **("ICDR Regulations")** and Valuation Standards issued by International Valuation Standards Council (**"IVS"**).

8.2. We have considered the following respective methods for the valuation:

Genus Prime

Genus Prime is a listed company, and its equity shares are listed on BSE. The summary of valuation approach and conclusion is given in below points:

- **Market Approach**

  Market Price Method: We have not applied Market Price Method for valuation of Genus Prime as its equity shares are infrequently traded on the stock exchange.

  CCM Method: In the current case, there are no directly listed comparable companies in India which are engaged in the business similar to that of Genus Prime. Hence, we have not considered the CCM method.

  CTM Method: In absence of comparable transactions of comparable companies which are engaged in similar business of Genus Prime, we have not considered CTM Method under Market Approach.

- **Income Approach**

  Genus Prime does not have major business operations. Hence, Discounted Cash Flow Method under Income Approach has not been considered for valuation of Genus Prime since its value lies in its asset base rather than in its future potential of earnings.

- **Cost Approach**

  We have considered Summation Method under Cost Approach for valuation of Genus Prime as its value lies in its assets base.

Demerged Undertaking of GPIL

Demerged Undertaking of GPIL comprises investment in equity shares and preference shares of unlisted companies, loans & advances to other companies and liabilities etc. We have considered the internationally accepted valuation approaches for arriving at the fair value of Demerged Undertaking.

- **Market Approach**

  Market Price Method: In the present case, since the Demerged Undertaking is a segment and not a company whose shares are separately listed on a stock exchange, the Market Price Method has not been adopted.

  CCM Method: We have not applied CCM Method under Market Approach for valuation of Demerged Undertaking as there are no listed comparable companies in India.

  CTM Method: In absence of comparable transactions of comparable companies which are engaged in similar business of Demerged Undertaking, we have not considered CTM Method under Market Approach.

- **Income Approach**

  Demerged Undertaking comprises various assets and liabilities, including investment in financial instruments. Since its value lies in its asset base, we have not applied Income Approach.

- **Cost Approach**

  We have considered Summation Method under Cost Approach for valuation of the Demerged Undertaking as its value lies in its assets base.

Yajur

The summary of valuation approach and conclusion is given in below points:

- **Market Approach**

  Market Price Method: Since the equity shares of Yajur are not listed on any recognized stock exchange, we have not considered Market Price Method.

  CCM Method: In the current case, there are no directly listed comparable companies in India which are engaged in the business similar to that of Yajur. Hence, we have not considered the CCM method.

  CTM Method: In absence of comparable transactions of comparable companies which are engaged in similar business of Yajur, we have not considered CTM Method under Market Approach.

- **Income Approach**

  Discount Cash Flow Method under Income Approach has been considered for valuation of Yajur.

- **Cost Approach**

  We have considered Summation Method under Cost Approach for valuation of Yajur.

9. Basis of Fair Share Entitlement and Share Swap Ratio

9.1. The basis of the fair share entitlement and share swap ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove and to arrive at a final value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values, but at their relative values to facilitate the determination of the Fair Share Entitlement and Share Swap Ratio.

9.2. The Fair Share Entitlement and Share Swap Ratio has been arrived at on the basis of a relative valuation based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each company / undertaking and the business dynamics and growth potentials of the businesses, having regard to information base, key underlying assumptions and limitations. For this purpose, we have assigned appropriate weights to the values arrived at under each approach/method.

9.3. We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment for the Fair Share Entitlement and Share Swap Ratio. To arrive at the consensus on the Fair Share Entitlement Ratio for the Proposed Scheme, rounding off have been done in the values.

9.4. Attention may also be drawn to Regulation 158 of ICDR Regulations which specifies that issue of equity shares to shareholders of an unlisted entity pursuant to a National Company Law Tribunal approved scheme shall conform with the pricing provisions of preferential issue specified under Regulation 164 of the said regulations. Further it may be noted that Regulation 164 specifies the minimum price for issue of shares on a preferential basis. As per ICDR regulations, where the equity shares of an issuer are not frequently traded, then fair equity value per share is determined by taking into account the valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies.

Genus Prime is not frequently traded on stock exchange and valuation is undertaken considering Summation Method under the Cost Approach.

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10. Conclusion

10.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Honorable Supreme Court of India in the case reported in 176 ITR 417 as under:

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible".

10.2. In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the Fair Share Entitlement and Share Swap Ratio for the Proposed Scheme of Arrangement would be as follows (recommendation):

- Scheme 1: In case of proposed amalgamation of Sansar, Star and Sunima with Genus Prime, Genus Prime is not required to issue any shares since the entire issued, subscribed and paid up capital of Sansar, Star and Sunima is held by Genus Prime. Therefore, no fair share swap ratio is recommended for Scheme 1 of the Proposed Scheme of Arrangement.

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- Scheme 2: In our opinion the fair share entitlement ratio for the proposed demerger of Demerged Undertaking of GPIL and transfer to Genus Prime is as under:

Valuation Approach	Valuation Method	Genus Prime		Proposed Transfer of Demerged Undertaking of GPIL	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	Summation Method	28.70	100%	4.80	100%
Relative Value Per Share		**28.70**	**100%**	**4.80**	**100%**
Share Entitlement Ratio (Rounded Off)		**1**		6	

Recommendation: 1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company.

Notes:

1. *NA means Not Adopted / Not Applicable.*
2. *Genus Prime*
   - *The equity shares of Genus Prime are listed on BSE. We have not applied MP Method for Genus Prime since its equity shares are infrequently traded in the market.*
   - *CCM and CTM Methods are also not applied under Market Approach as there are no comparable companies or transactions, similar to Genus Prime.*
   - *Further the company does not have significant business operations, hence we have not applied DCF Method under the Income Approach.*
3. *Demerged Undertaking of GPIL*
   - *In the present case, since the Demerged Undertaking is a segment and not a company whose shares are separately listed on a stock exchange, the Market Price Method has not been adopted.*
   - *There are no comparable companies or transactions, similar to the Demerged Undertaking. Hence, we have not applied CCM and CTM Method.*

- *Demerged Undertaking comprises various assets and liabilities, including investment in financial instruments. Its value lies in its asset base. Hence, we have not applied DCF Method under Income Approach for Demerged Undertaking.*

- Scheme 3: In our opinion the fair share swap ratio for the proposed amalgamation of Yajur into Genus Prime would be as follows:

a) For Equity Shareholders:

Valuation Approach	Valuation Method	Genus Prime		Yajur	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	17.68	50%
Cost Approach	Summation Method	28.70	100%	17.09	50%
Relative Value Per Share		**28.70**	**100%**	**17.39**	**100%**
Share Swap Ratio (Rounded Off)		3		5	

Recommendation: 3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4.

Notes:

1. *NA means Not Adopted / Not Applicable.*
2. *Genus Prime*
   - *The equity shares of Genus Prime are listed on BSE. We have not applied MP Method for Genus Prime since its equity shares are infrequently traded in the market.*
   - *CCM and CTM Methods are also not applied under Market Approach as there are no comparable companies or transaction, similar to Genus Prime.*
   - *Further the company does not have significant business operations, hence we have not applied DCF Method under Income Approach.*

3. _Yajur_

- *The equity shares of Yajur are not listed on any recognized stock exchange; hence Market Price Under Market Approach is not applied.*
- *CCM and CTM Methods are also not applied under Market Approach as there are no comparable companies or transactions, similar to Yajur.*

b) For Preference Shareholders (other than Genus Prime as the holding of Genus Prime will get cancelled pursuant to the Proposed Scheme of Arrangement):

- 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4.
- 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4.

c) Further there would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the Proposed Scheme of Arrangement:

- 6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.
- 10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.

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Annexure IV

December 05, 2020

To,

Genus Power Infrastructures Limited
G - 123, Sector - 63,
Noida - 201 307

Genus Prime Infra Limited
Moradabad Dharam Kanta
Kanth Road, Harthala
Moradabad – 244001

Sub.: Fairness opinion on Fair Share Entitlement Ratio Report in relation to the 'Proposed Scheme of Arrangement'

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited (referred to as "**Sundae**" or "**We**"), refer to the engagement letter dated **August 28, 2020,** wherein we have been requested to provide a fairness opinion on valuation report to be issued by valuer w.r.t. the proposed Scheme of Arrangement between Genus Prime Infra Limited (hereinafter called 'Genus Prime' or 'Amalgamated Company' or 'Resulting Company'), Sansar Infrastructure Private Limited (hereinafter called 'Sansar' or 'Amalgamating Company 1'), Star Vanijya Private Limited (hereinafter called 'Star' or 'Amalgamating Company 2'), Sunima Trading Private Limited (hereinafter called 'Sunima' or 'Amalgamating Company 3'), Genus Power Infrastructures Limited (hereinafter called 'GPIL' or 'Demerged Company') and Yajur Commodities Limited (hereinafter called 'Yajur' or 'Amalgamating Company 4') and their respective shareholders and creditors.

SCOPE AND PURPOSE OF THIS REPORT

The Company has appointed BDO Valuation Advisory LLP (referred to as "Valuer") for recommendation of Fair Share Entitlement Ratio for the Proposed Scheme of Arrangement and our scope is restricted to examine the valuation report issued by the Valuer and issue our independent opinion as to the fairness of the valuation ("**Fairness Opinion**").

All terms not specifically defined in this fairness opinion shall carry the same meaning as in the valuation report.

BRIEF BACKGROUND OF THE COMPANIES

Genus Prime Infra Limited ("Genus Prime" or "Amalgamated Company" or "Resulting Company")

Genus Prime Infra Limited (Erstwhile known as Gulshan Chemfill Limited), is a company domiciled in India, having its registered office at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. As per business objective of Genus Prime, it is engaged in infrastructure activity and purchase, sell, exchange and transfer of securities shares, debentures & all other forms of investment and to carry on all kinds of investments business. Equity shares of Genus Prime is listed on the BSE Limited ("BSE"). The Corporate Identification Number ("CIN") of the Genus Prime as per Ministry of Corporate Affairs ("MCA") is L24117UP2000PLC032010.

The issued, subscribed and paid-up equity share capital of Genus Prime as on the Valuation Date is INR 3.0 Cr, comprising of 14,926,440 equity shares of face value INR 2.0 each. The issued, subscribed and paid-up 0% Redeemable Preference Share capital of Genus Prime as on the Valuation Date is INR 1.0 Cr, comprising of 100,000 preference shares of face value INR 100.0 each.

Sansar Infrastructure Private Limited ("Sansar" or "Amalgamating Company 1")

Sansar Infrastructure Private Limited, is a company domiciled in India, having its registered office at Village Aghwanpur, Kanth Road Moradabad Moradabad UP 244001 IN. The CIN of Sansar as per MCA records is U70109UP2008PTC093173. It is formed with the objective to do trading and currently is a non -operational company.

The issued, subscribed and paid-up equity share capital of Sansar as on the Valuation Date is INR 0.33 Cr, comprising of 330,600 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Star Vaniiva Private Limited ("Star" or "Amalgamating Company 2")

Star Vanijya Private Limited is a company domiciled in India, having its registered office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. The CIN of Star as per MCA records is U51109UP2008PTC093817. It is formed with the objective to do trading and currently is a non -operational company.

The issued, subscribed and paid-up equity share capital of Star as on the Valuation Date is INR 0.38 Cr, comprising of 376,800 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Sunima Trading Private Limited ("Sunima" or "Amalgamating Company 3")

Sunima Trading Private Limited, is a company domiciled in India, having its registered office at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh, India. The CIN of Sunima as per MCA records is U51909UP2008PTC093671. It is formed with the objective to do trading and currently is a non -operational company.

The issued, subscribed and paid-up equity share capital of Sunima as on the Valuation Date is INR 0.34 Cr, comprising of 340,000 equity shares of face value INR 10.0 each. It is a wholly owned subsidiary of Genus Prime.

Genus Power Infrastructures Limited ("GPIL" or "Demerged Company")

Genus Power Infrastructures Limited (formerly known as Genus Overseas Electronics Limited), is a company domiciled in India having it registered office at G-123, Sector-63, Noida-201307, Uttar Pradesh, India. It is engaged in the following businesses, each being distinct and independent business divisions:

- Manufacturing and providing metering and metering solutions and undertaking engineering, construction and contracts on turnkey basis including manufacturing facilities or shares in the companies engaged in similar business activity ("Core Business Division"); and

- Holding, monitoring, sale and purchase of strategic investments, comprising of investment in shares, debentures, bonds other unlisted securities, other specific assets and liabilities etc ("Demerged Undertaking").

The equity shares of GPIL are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited "BSE". The CIN of GPIL as per MCA Records is L51909UP1992PLC051997.

The issued, subscribed and paid-up equity share capital of GPIL as on the Valuation Date is INR 25.7 Cr, comprising of 257,358,965 equity shares of face value INR 1.0 each

Yaiur Commodities Limited ("Yaiur" or "Amalgamating Company 4")

Yajur Commodities Limited (formerly known as Virtuous Urja Limited), is engaged in the business of processing and trading of Coke and Coal. Its products include thermal coal which include Australian origin, Indonesian origin, and South African origin, Unites States origin and lame coke. The CIN and registered office address of Yajur as per MCA records are G-123, Sector-63, Noida- 201307, Gautam Budh Nagar, Uttar Pradesh, India and U51395UP2007PLC110438 respectively.

The issued, subscribed and paid-up equity share capital of Yajur as on the Valuation Date is INR 31.3 Cr, comprising of 31,293,104 equity shares of face value INR 10.0 each. The issued, subscribed and paid-up preference share capital of Yajur as on the Valuation Date is INR 95.2 Cr, comprising of 9,518,000 preference shares of face value INR 100.0 each.

SUMMARY OF PROPOSED TRANSACTION

Subject to the terms and conditions contained in Draft Scheme of Arrangement shared with us, the Proposed Scheme of Arrangement will be implemented in three parts:

Part 1:
Proposed Amalgamation of Sansar, Star & Sunima with Genus Prime.

Part 2:
Demerger of Demerged Undertaking of GPIL and transfer to Genus Prime on a going concern basis; Under Proposed Scheme of Arrangement, as consideration for the transfer of Demerged Undertaking of GPIL to Genus Prime, the equity shares of Genus Prime will be issued to shareholders of GPIL; and The Demerged Undertaking consists investments of GPIL into various companies in the form of equity, preference shares and various other business advances etc.

Part 3:
Proposed Amalgamation of Yajur with Genus Prime and as consideration the equity as well as preference shares of Genus Prime will be issued to the respective equity and preference shareholders of Yajur. Companies under the Proposed Scheme and their respective shareholders will comply with the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, along with the applicable provisions of Securities and Exchange Board of India ("SEBI").

Genus Prime, Sansar, Star, Sunima, Yajur and GPIL are collectively referred as the Companies.

SOURCE OF INFORMATION AND REPRESENTATIONS

For the purpose of forming our opinion on the Fair Share Entitlement Ratio Report, we have relied on the discussions with the Management and the following information and documents made available to us:

- Fair Share Entitlement Ratio Report dated December 04, 2020 by BDO Valuation Advisory LLP;
- Necessary explanations and information from the management of Company.
- Discussion with the Valuer.
- Other information as available in public domain.

We have obtained explanations and information considered reasonably necessary for our exercise, from the executives of the company. Our analysis considers those facts and circumstances present at the date of this Fairness Opinion.

EXCLUSIONS AND LIMITATIONS

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the company for the purpose of this opinion. With respect to the estimated financials, if any, provided to us by the management, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the management of the company. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the business. We have solely relied upon the information provided to us by the management. We have not reviewed any books or records of the business (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the business and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the business. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by the business for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of the business with respect to these matters. In addition, we have assumed that the Proposed Scheme of Arrangement will be approved by the appropriate authorities, if any, and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme of Arrangement.

We understand that the managements of the business during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary approvals for the Proposed Scheme of Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that the business may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving the business or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to the purchaser for providing a fairness opinion on the proposed transaction and will receive professional fees for our services. In the ordinary course of business, Sundae is engaged in merchant banking business including corporate advisory, re-structuring, valuations, etc. We may be providing various other unrelated independent professional advisory services to the purchaser and seller in the ordinary course of our business.

It is understood that this letter is solely for the benefit of and use by the Board of Directors of the purchaser for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law- Statute, Act, guideline or similar instruction. Management should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to the purchaser underlying decision to effect to the proposed transaction or as to how the holders of equity shares of the purchaser should vote at their respective meetings held in connection with the transaction. We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of the purchaser will trade following the announcement of the transaction or as to the financial performance of the purchaser following the consummation of the transaction.
In no circumstances however, will Sundae or its associates, directors or employees accept any responsibility or liability to any third party. Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with the purchaser.

OUR OPINION

With reference to above and based on information and explanation provided by the management of purchaser, after analyzing the Draft Scheme of Arrangement, and based on our examination of the Valuation report and our independent analysis and subject to the exclusions and limitations mentioned hereinabove and to the best of our knowledge the opinions are as follows:

Part 1: In case of proposed amalgamation of Sansar, Star and Sunima with Genus Prime, Genus Prime is not required to issue any shares since the entire issued, subscribed and paid up capital of Sansar, Star and Sunima is held by Genus Prime. Therefore, no fair share entitlement ratio recommended for Scheme 1 of the Proposed Scheme of Arrangement in the Fair Share Entitlement Ratio Report by the valuer.

Part 2: In case of proposed demerger of Demerged Undertaking of GPIL and transfer to Genus Prime.

Valuation Approach	Valuation Method	Genus Prime		Proposed Transfer of Demerged Undertaking of GPIL	
		Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	NA	NA
Cost Approach	Summation Method	28.70	100%	4.80	100%
Relative Value Per Share		28.70	100%	4.80	100%
Share Entitlement Ratio (Rounded Off)		1		6	

Recommendation by Valuer: 1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company.

Part 3: In the event of proposed amalgamation of Yajur into Genus Prime:

A. Equity Shares:

		Genus Prime		Yajur	
Valuation Approach	Valuation Method	Value Per Share (INR)	Weights	Value Per Share (INR)	Weights
Market Approach	MP Method	NA	NA	NA	NA
Market Approach	CCM Method	NA	NA	NA	NA
Market Approach	CTM Method	NA	NA	NA	NA
Income Approach	DCF Method	NA	NA	17.68	50%
Cost Approach	Summation Method	28.70	100%	17.09	50%
Relative Value Per Share		28.70	100%	17.39	100%
Share Entitlement Ratio (Rounded Off)		3		5	

Recommendation by Valuer3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4.

B. Preference Shares

For Preference Shareholders (other than Genus Prime as the holding of Genus Prime will get cancelled pursuant to the Proposed Scheme of Arrangement):

Recommendation by Valuer:
- 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4.
- 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4.

C. Further there would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the Proposed Scheme of Arrangement:

- 6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.
- 10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.

Based on the information, data made available to us, including the Fair Share Entitlement Ratio Report of BDO Valuation Advisory LLP, to the best of our knowledge and belief, the valuation arrived at by BDO Valuation Advisory LLP under the Draft Scheme of Arrangement, in our opinion, is fair and reasonable.

The aforesaid Scheme of Arrangement shall be subject to the receipt of approvals from NCLT and other statutory authorities as may be required. The detailed terms and conditions are more fully set forth in the Draft Scheme of Arrangement. Sundae has issued this Fairness Opinion with the understanding the Draft Scheme of Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion shall not stand good in case the final Scheme of Arrangement alters the transaction.

*For **Sundae Capital Advisors Private Limited***
(SEBI Regn. No. INM000012494)

NitiN Somani
Director

Genus
energizing lives

February 11, 2021

To,

The Listing Department
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001

Sub.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" for the proposed Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or the "Company") and Sansar Infrastructure Private Limited (Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Ref.: Submission of "Complaints Report" for a period from January 20, 2021 to February 10, 2021 in the format prescribed at Annexure III of the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI circular")

Dear Sir/ Madam,

We refer to our Application under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 submitted to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) , enclosing all the applicable documents as required under the SEBI circular.

The draft Scheme and the related documents thereon were hosted by your good authority, on BSE website at www.bseindia.com on January 20, 2021, therefore in furtherance to our aforesaid Application, we are hereby submitting herewith the Complaint Report for a period from January 20, 2021 to February 10, 2021 as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

It is further requested to kindly take the above on record and issue the necessary "No-Objection" letter with respect to the Scheme of Arrangement.

The Complaint Report has been annexed herewith as Annexure - I.

Thanking you,
Yours faithfully
For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary

Genus Power Infrastructures Ltd

Encl. as above

(A Kailash Group Company)
51909UP1992PLC051997

Corporate Office:
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022, (Raj.), India
+91-141-7102400/500 • +91-141-2770319, 7102503
info@genus.in • www.genuspower.com

Registered Office:
G-123, Sector-63, Noida,
Uttar Pradesh-201307 (India)
+91-120-2581999
info@genus.in

Annexure - I

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	NA
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary

Genus Power Infrastructures Ltd.

(A Kailash Group Company)
L51909UP1992PLC051997

SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022, (Raj.), India
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G-123, Sector-63, Noida,
Uttar Pradesh-201307 (India)
+91-120-2581999
info@genus.in

Genus
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March 10, 2021

To,

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub.: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" for the proposed Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or the "Company") and Sansar Infrastructure Private Limited (Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Ref.: Submission of "Complaints Report" for a period from February 16, 2021 to March 09, 2021 in the format prescribed at Annexure III of the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 ("SEBI circular")

Dear Sir/ Madam,

We refer to our Application under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 submitted to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), enclosing all the applicable documents as required under the SEBI circular.

The draft Scheme and the related documents thereon were hosted by your good authority, on NSE website at www.nseindia.com on February 16, 2021, therefore in furtherance to our aforesaid Application, we are hereby submitting herewith the Complaint Report for a period from **February 16, 2021 to March 09, 2021** as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10th March, 2017.

It is further requested to kindly take the above on record and issue the necessary "No-Objection" letter with respect to the Scheme of Arrangement.

The Complaint Report has been annexed herewith as Annexure - I.

Thanking you,
Yours faithfully
For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary
Encl. as above

Genus Power Infrastructures Limited
(A Kailash Group Company)
Corporate Identity Number
L51909UP1992PLC051997

Corporate office:
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, (Raj.), India
+91-141-7102400/500 • +91-141-2770319, 7102503
info@genus.in • www.genuspower.com

Registered office:
G-123, Sector-63, Noida, Uttar Pradesh-201307 (India)
+91-120-2581999
info@genus.in

Genus
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Annexure - I

Format for Complaints Report:

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	NA
5.	Number of complaints pending	Nil

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA
2.	NA	NA	NA
3.	NA	NA	NA

For **Genus Power Infrastructures Limited**

Ankit Jhanjhari
Company Secretary

DCS/AMAL/MJ/R37/2084/2021-22 **"E-Letter"** **September 16, 2021**

The Company Secretary,
GENUS POWER INFRASTRUCTURES LTD.
G-123, Sector-63, Noida,
Uttar Pradesh, 201307.

Dear Sir,

Sub: Observation letter regarding Draft Scheme of Arrangement among Genus Prime Infra Limited, Genus Power Infrastructure Limited, Star Vanijya Private Limited, Sansar Infrastructure Private Limited, Sunima Trading Private Limited and Yajur Commodities Limited and their respective shareholders and creditors.

We are in receipt of the Draft Scheme of Arrangement of Genus Power Infrastructures Ltd. as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated September 16, 2021 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- **"Company shall ensure that the financials of the companies involved in the scheme are not for period more than 6 months old, before filing with the same with Hon'able NCLT."**

- **Company shall ensure that the undertaking submitted to BSE wherein it was declared and confirmed that no material event (as defined under SEBI LODR Regulations) has occurred in the Company, post the date of issuance of the valuation report as submitted in the 'Application under Regulation 37 for filing of the draft scheme of Arrangement' dated January 12, 2021, which might have an impact on valuation; shall be brought to the notice of NCLT.**

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

- **"Company shall duly comply with various provisions of the Circular."**

- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**

- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.
Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Sd/-

Rupal Khandelwal
Assistant General Manager

Ref: NSE/LIST/25801_II September 16, 2021

The Company Secretary
Genus Power Infrastructures Limited
G-123, Sector-63,
Noida - 201307

Kind Attn.: Mr. Ankit Jhanjhari

Dear Sir,

Sub: Observation Letter for draft scheme of arrangement between Genus Prime Infra Limited, Sansar Infrastructure Private Limited, Star Vanijya Private Limited, Sunima Trading Private Limited, Genus Power Infrastructures Limited, Yajur Commodities Limited and their respective shareholders and creditors.

We are in receipt of the draft scheme of arrangement between Genus Prime Infra Limited ("Genus Prime"), Sansar Infrastructure Private Limited ("Sansar"), and Star Vanijya Private Limited ("Star"), Sunima Trading Private Limited ('Sunima'), Genus Power Infrastructures Limited ("GPIL"), Yajur Commodities Limited ("Yajur") and their respective shareholders and creditors vide application dated January 12, 2021.

Based on our letter reference no NSE/LIST/25801_I submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended), kindly find following comments on the draft scheme:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*

b. *The Company shall duly comply with various provisions of the Circular.*

c. *The Company shall ensure that the financials of the companies involved in the scheme are not more than 6 months old, before filing the same with Hon'ble NCLT.*

d. *The Company shall ensure that the undertaking as submitted by the Company to Exchange wherein it was declared and confirmed that no material event (as defined under SEBI LODR Regulations) has occurred in the Company, post the date of issuance of valuation report as submitted in the 'Application under Regulation 37 for filing of Draft Scheme of Arrangement' dated January 12, 2021, which might have an impact on the valuation; shall be brought to the notice of Hon'ble NCLT*

.

e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble National Company Law Tribunal ('NCLT') and the company is obliged to bring the observations to the notice of Hon'ble NCLT.*

f. *It is to be noted that the petitions are being filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/Stock Exchange(s). Hence, the company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/ observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from September 16, 2021 within which the scheme shall be submitted to NCLT.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

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

Annexure IX

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF GENUS PRIME INFRA LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS

The Board of Directors ("**Board**") of Genus Prime Infra Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or the "Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

While deliberating on the Scheme, the Board of the Company had, inter alia, considered the following documents ("**Documents**"):

a. Scheme of Arrangement;
b. The Share Entitlement Ratio Report dated December 4, 2020 recommending the share entitlement ratio (hereinafter referred to as "Valuation Report") on the Scheme provided by the Valuers;
c. Report of the Audit Committee dated December 5, 2020;
d. Report of Committee of Independent Director dated December 5, 2020;
e. The Fairness Opinion dated December 5, 2020 on the share entitlement ratio recommended in the Valuation Report for the purpose of the Scheme provided by M/s. Sundae Capital Advisors Private Limited, SEBI registered Merchant Banker.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of the Scheme on the members and KMPs of the Company:

Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) Moradabad

Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India Tel. . +91-11-47114800 Fax : +91-11-47114814
E-mail : cs.genusprime@gmail.com, investor.redressal.gcl@gmail.com

i. The Scheme provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3 (collectively referred to as "Amalgamating Companies") with the Amalgamated Company with effect from the Appointed Date 1 (i.e., the date on which the Scheme of Arrangement is sanctioned by the Hon'ble NCLT). In consideration of the proposed Scheme (Part II) and as the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company, no shares shall be issued by the Amalgamated Company on the amalgamation of the Amalgamating Companies with the Amalgamated Company.

The Scheme provides for demerger of the Demerged Company with the Resulting Company with effect from the Appointed Date 2 (i.e., Effective Date). In consideration of the proposed Scheme (Part III), the Resulting Company will issue and allot equity shares, to each shareholder of the Demerged Company, whose names appear in the register of members of the Demerged Company on the record date as may be fixed by the Board of the Resulting Company in consultation with the Demerged Company (hereinafter referred to as the "Record Date 1").

The Scheme provides for amalgamation of the Amalgamating Company 4 with the Amalgamated Company with effect from the Appointed Date 2 (i.e., Effective Date). In consideration of the proposed Scheme (Part IV), the Amalgamated Company will issue and allot shares, to each shareholder of the Amalgamating Company 4, whose names appear in the register of members of the Amalgamating Company 4 on the record date as may be fixed by the Board of the Amalgamated Company in consultation with the Amalgamating Company 4 (hereinafter referred to as the "Record Date 2").

ii. All the assets and liabilities of the Amalgamating Companies, Demerged undertaking of the Demerged Company and Amalgamating Company 4 shall get transferred and vest into the Amalgamated Company/Resulting Company as per the Scheme. Upon the Scheme becoming effective, the Amalgamating Companies and Amalgamating Company 4 shall be dissolved without being wound-up.

iii. The members of the Demerged Company shall receive equity shares in the Resulting Company in lieu of the equity shares held in the Demerged Company. Based on review of the Scheme and the Valuation Report, the Board of the Company believes that the following share exchange ratio for the proposed merger is fair and reasonable:

"1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company"

iv. The members of the Amalgamating Company 4 shall receive shares in the Amalgamated Company in lieu of the shares held in the Amalgamating Company 4. Based on review of the Scheme and the Valuation Report, the Board of the Company believes that the following share exchange ratio for the proposed merger is fair and reasonable:

"3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4"

"1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of Amalgamating Company 4 to the redeemable preference shareholders of

Genus Prime Infra Limited Moradabad

the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in Amalgamating Company 4"

"1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4"

v. The Board observes that no issues or difficulties regarding the valuation have been mentioned in the Valuation Report.

vi. The Amalgamating Companies, Amalgamating Company 4, Demerged Company, and the Resulting Company are part of the same promoter group. Amalgamated Company holds 100% (hundred percent) of the paid-up share capital of the Amalgamating Companies. The individual promoters holds 74.96% (seventy-four-point nine six percent) and 50.47% (fifty-point four seven percent) of the total paid-up share capital of the Amalgamated Company/ Resulting Company and Demerged Company respectively.

vii. The pre and indicative post Scheme shareholding pattern of the Applicant Companies, post giving effect to all parts of the Scheme shall be as follows:

Amalgamating Company 1

Category	Pre-Scheme	Post-Scheme
Genus Prime Infra Limited	100%	Amalgamating Company 1 will cease to exist

Amalgamating Company 2

Category	Pre-Scheme	Post-Scheme
Genus Prime Infra Limited	100%	Amalgamating Company 2 will cease to exist

Amalgamating Company 3

Category	Pre-Scheme	Post-Scheme
Genus Prime Infra Limited	100%	Amalgamating Company 3 will cease to exist

Demerged Company

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	50.47%	50.47%
Public	49.53%	49.53%

Genus Prime Infra Limited Muradabad (Formerly Gulshan ... Limited)

Amalgamating Company 4

Equity shares

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	100%	Amalgamating Company 4 will cease to exist

Preference shares

For 10% Coupon Cumulative Redeemable Preference share of face value INR 100.00 each

Category	Pre-Scheme	Post-Scheme
Genus Power Infrastructures Limited	100%	Amalgamating Company 4 will cease to exist

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	83.66%	Amalgamating Company 4 will cease to exist
Public	16.34%	

For 6% Coupon Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 each

Category	Pre-Scheme	Post-Scheme
Genus Power Infrastructures Limited	100%	Amalgamating Company 4 will cease to exist

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	100%	Amalgamating Company 4 will cease to exist.
Public	0%	

Amalgamated Company

Equity shares

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	74.96%	64.36%
Public	25.04%	35.64%

Preference shares

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	0%	57.48%
Public	100%	42.52%

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	0%	100%
Public	0%	0%

Note 1: The above shareholding is calculated on the basis of the shareholding pattern of the Applicant Companies as on September 30, 2020. The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.

Note 2: There would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the proposed Scheme:

- *6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.*
- *10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.*

Genus Prime Infra Limited
Moradabad

viii. Effect of Scheme on stakeholders

Equity Shareholders (Promoters and Non-Promoters)	Upon coming into the effect of the Scheme, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 with the Amalgamated Company as Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are wholly owned subsidiaries of the Amalgamated Company and the entire paid-up share capital of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 are held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective. Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Demerged Company, the Resulting Company shall issue and allot to the equity shareholders of the Demerged Company, New Equity Shares of the Resulting Company in the ratio as enumerated in Clause 13 of Part III of the Scheme. Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the equity shareholders of the Amalgamating Company 4, New Equity Shares of the Amalgamated Company in the ratio as enumerated in Clause 12 of Part IV of the Scheme. Further, the authorized share capital of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 and Amalgamating Company 4 shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 18 of Part II and Clause 19 of Part IV of the Scheme.
Preference Shareholders	Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the preference shareholders of the Amalgamating Company 4, New Preference Shares in the ratio as enumerated in Clause 12 of Part IV of the Scheme.
Key Managerial Personnel (KMP)	The Amalgamated Company is not expecting any change in the KMPs of the Amalgamated Company in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamated Company. Further, none of the Directors, KMPs of the Amalgamated Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.

Genus Prima Infra Limited (Formerly Gulshan ... Limited) Moradabad

Creditors	The liability of the creditors of the Amalgamated Company, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamated Company would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamated Company.
Employees	The Amalgamated Company is not expecting any change in the Employees of the Amalgamated Company in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, Amalgamating Company 4 and Demerged Company. Thus, the Scheme will have no adverse effect on the employees of the Amalgamated Company in the Scheme.
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamated Company have not issued debentures, bonds and doesn't have debenture trustee.

ix. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Genus Prime Infra Limited

Nayar

Kunal Nayar
Company Secretary

Date: December 5, 2020
Place: Moradabad

Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited) Moradabad

Sansar Infrastructure Private Limited

Regd. Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
Ph: 0591-2511171 Fax: 0591-2511242 CIN- U70109UP2008PTC093173

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF SANSAR INFRASTRUCTURE PRIVATE LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS

The Board of Directors ("**Board**") of Sansar Infrastructure Private Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or the "Company") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of theScheme on the members and KMPs of the Company:

i. The Scheme provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3 (collectively referred to as "Amalgamating Companies") with the Amalgamated Company with effect from the Appointed Date 1 (i.e., the date on which the Scheme of Arrangement is sanctioned by the Hon'ble NCLT).

ii. As the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company, no shares shall be issued by the Amalgamated Company on the amalgamation of the Amalgamating Companies with the Amalgamated Company. Hence, for the purpose of Part II of the Scheme no valuation is involved, the question of special valuation difficulties does not arise.

iii. All the assets and liabilities of the Amalgamating Company 1 shall get transferred and vest into the Amalgamated Company as per the Scheme. Upon the Scheme becoming effective, the Amalgamating Company 1 shall be dissolved without being wound-up.

Sansar Infrastructure Private Limited
Moradabad

iv. **Effect of Scheme on stakeholders**

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Company 1, with the Amalgamated Company as Amalgamating Company 1 is wholly owned subsidiary of the Amalgamated Company and the entire paid-up share capital of the Amalgamating Company 1, is held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in Amalgamating Company 1, shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective. Further, the authorized share capital of the Amalgamating Company 1, shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 18 of Part II of the Scheme.
Preference Shareholders	Not applicable.
Key Managerial Personnel (KMP)	The Amalgamating Company 1 is not expecting any change in the KMPs of the Amalgamating Company 1in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamating Company 1. Further, none of the Directors, KMPs of the Amalgamating Company 1 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Amalgamating Company 1, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamating Company 1would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating Company 1will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamating Company 1.
Employees	The Amalgamating Company 1 is not expecting any change in the Employees of the Amalgamating Company 1 in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating Company 1 shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating Company 1. Thus, the Scheme will have no adverse effect on the employees of the Amalgamating Company 1.

Sansar Infrastructure Private Limited
Moradabad

Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamating Company 1, have not issued debentures, bonds and doesn't have debenture trustee.

v. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Sansar Infrastructure Private Limited

Banwari Lal Todi
Director
DIN 02260178

Date: December 5, 2020
Place: Moradabad

Star Vanijya Private Limited

Regd. Office: Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001, Uttar Pradesh
CIN- U51109UP2008PTC093817 Ph: 0591-2511171 Fax: 0591-2511242

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF STAR VANIJYA PRIVATE LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS

The Board of Directors ("**Board**") of Star Vanijya Private Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2"or the "Company") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of the Scheme on the members and KMPs of the Company:

i. The Scheme provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3 (collectively referred to as "Amalgamating Companies") with the Amalgamated Company with effect from the Appointed Date 1 (i.e., the date on which the Scheme of Arrangement is sanctioned by the Hon'ble NCLT).

ii. As the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company, no shares shall be issued by the Amalgamated Company on the amalgamation of the Amalgamating Companies with the Amalgamated Company. Hence, for the purpose of Part II of the Scheme no valuation is involved, the question of special valuation difficulties does not arise.

iii. All the assets and liabilities of the Amalgamating Company 2 shall get transferred and vest into the Amalgamated Company as per the Scheme. Upon the Scheme becoming effective, the Amalgamating Company 2 shall be dissolved without being wound-up.

Star Vanijya Private Limited Moradabad

iv. **Effect of Scheme on stakeholders**

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating Company 2, with the Amalgamated Company as Amalgamating Company 2 is wholly owned subsidiary of the Amalgamated Company and the entire paid-up share capital of the Amalgamating Company 2, is held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in Amalgamating Company 2, shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective. Further, the authorized share capital of the Amalgamating Company 2, shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 18 of Part II of the Scheme.
Preference Shareholders	Not applicable.
Key Managerial Personnel (KMP)	The Amalgamating Company 2 is not expecting any change in the KMPs of the Amalgamating Company 2 in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamating Company 2. Further, none of the Directors, KMPs of the Amalgamating Company 2 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Amalgamating Company 2, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamating Company 2 would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating Company 2 will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamating Company 2.
Employees	The Amalgamating Company 2 is not expecting any change in the Employees of the Amalgamating Company 2 in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating Company 2 shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating Company 2. Thus, the Scheme will have no adverse effect on the employees of the

Star Vanijya Private Limited Moradabad

	Amalgamating Company 2.
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamating Company 2, have not issued debentures, bonds and doesn't have debenture trustee.

v. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Star Vanijya Private Limited

Banwari Lal Todi
Director
DIN 02260178

Date: December 5, 2020
Place: Moradabad

SUNIMA TRADING PRIVATE LIMITED

Regd. Office: Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001 (U.P.)
CIN- U51909UP2008PTC093671 Ph: 0591-2511171 Fax: 0591-2511242

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF SUNIMA TRADING PRIVATE LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS

The Board of Directors ("**Board**") of Sunima Trading Private Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3"or the "Company") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of theScheme on the members and KMPs of the Company:

i. The Scheme provides for amalgamation of the Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3 (collectively referred to as "Amalgamating Companies") with the Amalgamated Company with effect from the Appointed Date 1 (i.e., the date on which the Scheme of Arrangement is sanctioned by the Hon'ble NCLT).

ii. As the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company, no shares shall be issued by the Amalgamated Company on the amalgamation of the Amalgamating Companies with the Amalgamated Company. Hence, for the purpose of Part II of the Scheme no valuation is involved, the question of special valuation difficulties does not arise.

iii. All the assets and liabilities of the Amalgamating Company 3 shall get transferred and vest into the Amalgamated Company as per the Scheme. Upon the Scheme becoming effective, the Amalgamating Company 3 shall be dissolved without being wound-up.

Sunima Trading Private Limited
Moradabad

iv. **Effect of Scheme on stakeholders**

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of the Amalgamating company 3, with the Amalgamated Company as Amalgamating company 3 is wholly owned subsidiary of the Amalgamated Company and the entire paid-up share capital of the Amalgamating company 3, is held by Amalgamated Company along with the nominees of Amalgamated Company. Further, all equity shares held by the Amalgamated Company and its Nominee(s) in Amalgamating company 3, shall be cancelled and extinguished without any further act, deed or application upon the Scheme becoming effective. Further, the authorized share capital of the Amalgamating company 3, shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 18 of Part II of the Scheme.
Preference Shareholders	Not applicable.
Key Managerial Personnel (KMP)	The Amalgamating company 3 is not expecting any change in the KMPs of the Amalgamating company 3 in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamating company 3. Further, none of the Directors, KMPs of the Amalgamating company 3 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Amalgamating company 3, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamating company 3 would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating company 3 will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamating company 3.
Employees	The Amalgamating company 3 is not expecting any change in the Employees of the Amalgamating company 3 in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating company 3 shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating company 3. Thus, the Scheme will have no adverse effect on the employees of the Amalgamating

Suninga Trading Private Limited * Moradabad

	company 3.
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamating company 3, have not issued debentures, bonds and doesn't have debenture trustee.

v. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Sunima Trading Private Limited

Banwari Lal Todi
Director
DIN 02260178

Sunima Trading Private Limited ★ Moradabad

Date: December 5, 2020
Place: Moradabad

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF GENUS POWER INFRASTRUCTURES LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS.

The Board of Directors ("**Board**") of Genus Power Infrastructures Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company" or the "Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

While deliberating on the Scheme, the Board of the Company had, inter alia, considered the following documents ("**Documents**"):

a. Scheme of Arrangement;
b. The Share Entitlement Ratio Report dated December 4, 2020 recommending the share entitlement ratio (hereinafter referred to as "Valuation Report") on the Scheme provided by the Valuers;
c. Report of the Audit Committee dated December 5, 2020;
d. Report of Committee of Independent Director dated December 5, 2020;
e. The Fairness Opinion dated December 5, 2020 on the share entitlement ratio recommended in the Valuation Report for the purpose of the Scheme provided by M/s. Sundae Capital Advisors Private Limited, SEBI registered Merchant Banker.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Genus Power Infrastructures Ltd

Genus Power Infrastructures Limited
(A Kailash Group Company)
Corporate Identity Number
L51909UP1992PLC051997

Corporate Office:
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road,
Jaipur-302022, (Raj.), India
T. +91-141-7102400/500 • F. +91-141-2770319, 7102503
E. info@genus.in • W. www.genuspower.com

Registered Office:
G-123, Sector-63, Noida,
Uttar Pradesh-201307 (India)
T. +91-120-2581999
E. info@genus.in

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of the Scheme on the members and KMPs of the Company:

i. The Scheme provides for demerger of the Demerged Company with the Resulting Company with effect from the Appointed Date 2 (i.e., Effective Date). In consideration of the proposed Scheme (Part III), the Resulting Company will issue and allot equity shares, to each shareholder of the Demerged Company, whose names appear in the register of members of the Demerged Company on the record date as may be fixed by the Board of the Resulting Company in consultation with the Demerged Company (hereinafter referred to as the "Record Date 1").

ii. All the assets and liabilities of the Demerged undertaking of the Demerged Company shall get transferred and vest into the Resulting Company as per the Scheme.

iii. The members of the Demerged Company shall receive equity shares in the Resulting Company in lieu of the equity shares held in the Demerged Company. Based on review of the Scheme and the Valuation Report, the Board of the Company believes that the following share exchange ratio for the proposed merger is fair and reasonable:

"1 (One) Equity share of face value INR 2.00 (Two) each of the Resulting Company as fully paid up for every 6 (Six) Equity shares of face value INR 1.00 (One) each of the Demerged Company to the equity shareholders of the Demerged Company holding equity shares in the Demerged Company"

iv. The Board observes that no issues or difficulties regarding the valuation have been mentioned in the Valuation Report.

v. The Demerged Company and the Resulting Company are part of the same promoter group. The individual promoters holds 74.96% (seventy-four-point nine six percent) and 50.47% (fifty-point four seven percent) of the total paid-up share capital of the Resulting Company and Demerged Company respectively.

vi. The pre and indicative post Scheme equity shareholding pattern of the Demerged Company and the Resulting Company, post giving effect to all parts of the Scheme shall be as follows:

<u>Demerged Company</u>

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	50.47%	50.47%
Public	49.53%	49.53%

Genus Power Infrastructures Ltd.

Resulting Company/Amalgamated Company

Category	Pre-Scheme	Post Scheme
Promoter and Promoter Group	74.96%	64.36%
Public	25.04%	35.64%

Note: The above shareholding is calculated on the basis of the shareholding pattern of the Applicant Companies as on September 30, 2020. The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.

vii. Effect of Scheme on stakeholders

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Demerged Company, the Resulting Company shall issue and allot to the equity shareholders of the Demerged Company, New Equity Shares of the Resulting Company in the ratio as enumerated in Clause 13 of Part III of the Scheme.
Preference Shareholders	Not applicable
Key Managerial Personnel (KMP)	The Demerged Company is not expecting any change in the KMPs of the Demerged Company in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Demerged Company. Further, none of the Directors, KMPs of the Demerged Company and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Demerged Company, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Demerged Company would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Demerged Company will become business creditors of the Resulting Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Demerged Company.

Employees	The Demerged Company is not expecting any change in the Employees of the Demerged Company in pursuance of the Scheme becoming effective. Moreover, employees forming part of Demerged Company shall be transferred to the Resulting Company on the same terms and conditions on which they are engaged by the Demerged Company. Thus, the Scheme will have no adverse effect on the employees of the Demerged Company.
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Demerged Company have not issued debentures, bonds and doesn't have debenture trustee.

viii. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Genus Power Infrastructures Limited

Ankit

Ankit Jhanjhari
Company Secretary

Genus Power Infrastructures Ltd.

Date: December 5, 2020
Place: Jaipur

Yajur Commodities Limited
(CIN-U51395UP2007PLC110438, PAN-AACCG8485G)

Registered Office : G-123, Sector-63, Noida, Gautam Buddha Nagar, UP 201301, India
Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India
Ph. : +91-11-47114800, Telefax : +91-11-47114814 E-mail : info@yajurcom.in Website : www.yajurcom.in

REPORT PURSUANT TO SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF YAJUR COMMODITIES LIMITED EXPLAINING EFFECT OF THE SCHEME OF ARRANGEMENT ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL AND PROMOTER SHAREHOLDERS

The Board of Directors ("**Board**") of Yajur Commodities Limited at its meeting held on December 5, 2020 approved the Scheme of the Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company") and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4" or the "Company) and their respective shareholders and creditors (hereinafter referred to as "Scheme" or "the Scheme" or "Scheme of Arrangement"), whereby it is proposed to amalgamate the Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into the Amalgamated Company, and demerge the "Demerged Undertaking" of the Demerged Company into the Resulting Company, and amalgamate the Amalgamating Company 4 into the Amalgamated Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, as amended from time to time ("**Act**") and other applicable laws.

While deliberating on the Scheme, the Board of the Company had, inter alia, considered the following documents ("**Documents**"):

a. Scheme of Arrangement;
b. The Share Entitlement Ratio Report dated December 4, 2020 recommending the share entitlement ratio (hereinafter referred to as "Valuation Report") on the Scheme provided by the Valuers;
c. The Fairness Opinion dated December 5, 2020 on the share entitlement ratio recommended in the Valuation Report for the purpose of the Scheme provided by M/s. Sundae Capital Advisors Private Limited, SEBI registered Merchant Banker.

As per Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining effect of the Scheme on each class of members, key managerial personnel ("**KMP**"), promoters, shareholders is required to be circulated to the members or class of members or creditors or class of creditors, as the case may be, for the meeting of the creditors or class of creditors or members or class of members, as the case may be, along with the notice convening such meeting. Further, the said report has to specify special valuation difficulties, if any, in the valuation.

Therefore, in accordance with Section 232(2)(c) of the Act, the Board of the Company took on record the following impact of the Scheme on the members and KMPs of the Company:

i. The Scheme provides for amalgamation of the Amalgamating Company 4 with the Amalgamated Company with effect from the Appointed Date 2 (i.e., Effective Date). In consideration of the proposed Scheme (Part IV), the Amalgamated Company will issue and allot shares, to each shareholder of the Amalgamating Company 4, whose names appear in the register of members of

Yajur Commodities Limited
Delhi

the Amalgamating Company 4 on the record date as may be fixed by the Board of the Amalgamated Company in consultation with the Amalgamating Company 4 (hereinafter referred to as the "Record Date 2").

ii. All the assets and liabilities of the Amalgamating Company 4 shall get transferred and vest into the Amalgamated Company as per the Scheme. Upon the Scheme becoming effective, the Amalgamating Company 4 shall be dissolved without being wound-up.

iii. The members of the Amalgamating Company 4 shall receive shares in the Amalgamated Company in lieu of the shares held in the Amalgamating Company 4. Based on review of the Scheme and the Valuation Report, the Board of the Company believes that the following share exchange ratio for the proposed merger is fair and reasonable:

"3 (Three) Equity shares of face value INR 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value INR 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4"

"1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value INR 100.00 (Hundred) each of Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in Amalgamating Company 4"

"1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non- Convertible Redeemable Preference Shares in the Amalgamating Company 4"

iv. The Board observes that no issues or difficulties regarding the valuation has been mentioned in the Valuation Report.

v. The pre and indicative post Scheme shareholding pattern of the Applicant Companies, post giving effect to all parts of the Scheme shall be as follows:

Yajur Commodities Limited
Delhi

Yajur Commodities Limited

(CIN-U51395UP2007PLC110438, PAN-AACCG8485G)

Registered Office : G-123, Sector-63, Noida, Gautam Buddha Nagar, UP 201301, India
Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India
Ph. : +91-11-47114800, Telefax : +91-11-47114814 E-mail : info@yajurcom.in Website : www.yajurcom.in

Amalgamating Company 4

Equity shares

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	100%	Amalgamating Company 4 will cease to exist

Preference shares

For 10% Coupon Cumulative Redeemable Preference share of face value INR 100.00 each

Category	Pre-Scheme	Post-Scheme
Genus Power Infrastructures Limited	100%	Amalgamating Company 4 will cease to exist

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	83.66%	Amalgamating Company 4 will cease to exist
Public	16.34%	

For 6% Coupon Cumulative Non-Convertible Redeemable Preference share of face value INR 100.00 each

Category	Pre-Scheme	Post-Scheme
Genus Power Infrastructures Limited	100%	Amalgamating Company 4 will cease to exist

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	100%	Amalgamating Company 4 will cease to exist.
Public	0%	

Registered Office : G-123, Sector-63, Noida, Gautam Buddha Nagar, UP 201301, India
Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India
Ph. : +91-11-47114800, Telefax : +91-11-47114814 E-mail : info@yajurcom.in Website : www.yajurcom.in

Amalgamated Company

Equity shares

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	74.96%	64.36%
Public	25.04%	35.64%

Preference shares

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	0%	57.48%
Public	100%	42.52%

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

Category	Pre-Scheme	Post-Scheme
Promoter and Promoter Group	0%	100%
Public	0%	0%

Note 1: The above shareholding is calculated on the basis of the shareholding pattern of the Applicant Companies as on September 2020. The above shareholding may undergo a change (non material) due to rounding off of the fractional entitlement as per the actual shareholding on the record date.

Note 2: There would not be any discharge of consideration for the following preference shareholders and these will be get cancelled pursuant to the proposed Scheme:

- *6% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.*
- *10% Redeemable Cumulative Non-Convertible Preference Shares of face value INR 100.00 each fully paid up of Yajur.*

Yajur Commodities Limited
Delhi

vi. **Effect of Scheme on stakeholders**

Equity Shareholders (Promoters and Non-Promoters)	Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the equity shareholders of the Amalgamating Company 4, New Equity Shares of the Amalgamated Company in the ratio as enumerated in Clause 12 of Part IV of the Scheme. Further, the authorized share capital of the Amalgamating Company 4 shall stand transferred to and be amalgamated / combined with the authorized share capital of the Amalgamated Company in the manner as stipulated in Clause 19 of Part IV of the Scheme.
Preference Shareholders	Upon the coming into the effect of the Scheme and in consideration of the transfer and vesting of the Amalgamating Company 4, the Amalgamated Company shall issue and allot to the preference shareholders of the Amalgamating Company 4, New Preference Shares in the ratio as enumerated in Clause 12 of Part IV of the Scheme.
Key Managerial Personnel (KMP)	The Amalgamating Company 4 is not expecting any change in the KMPs of the Amalgamating Company 4 in pursuance of the Scheme becoming effective.
Directors	The Scheme will have no effect on the office of the existing Directors of the Amalgamating Company 4. Further, none of the Directors, KMPs of the Amalgamating Company 4 and their respective relatives (as defined under the Act and rules framed thereunder), has any interest in the Scheme except to the extent of their shareholding.
Creditors	The liability of the creditors of the Amalgamating Company 4, under the Scheme, is neither being reduced nor being extinguished. The creditors of the Amalgamating Company 4 would in no way be affected by the Scheme. They shall be paid as and when their debt becomes due. Further, the creditors of the Amalgamating Company 4 will become business creditors of the Amalgamated Company pursuant to the Scheme. They shall be paid as and when their debt becomes due. There will be no adverse impact on the rights and interest of the creditor(s) of the Amalgamating Company 4.

Yajur Commodities Limited
Delhi

Employees	The Amalgamating Company 4 is not expecting any change in the Employees of the Amalgamating Company 4 in pursuance of the Scheme becoming effective. Moreover, employees forming part of Amalgamating Company 4 shall be transferred to the Amalgamated Company on the same terms and conditions on which they are engaged by the Amalgamating Company 4. Thus, the Scheme will have no adverse effect on the employees of the Amalgamating Company 4
Debenture holders, Bond holders, Depositors and Debenture Trustees	The Amalgamating Company 4 have not issued debentures, bonds and doesn't have debenture trustee.

vii. This report has been approved by the Board of the Company at its meeting held on December 5, 2020.

By Order of the Board of Directors
Yajur Commodities Limited

Umakant Upadhyay
Company Secretary

Yajur Commodities Limited Delhi

Date: December 5, 2020
Place: New Delhi

FEDEX
SECURITIES
PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B7 Wing, Jay Chambers,
Dayaldas Road, Vile Parle (East),
Mumbai 400 057
T : +91 22 2613 6460 / 61
M : +91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: 11th January, 2022

To,
Board of Directors,
Sansar Infrastructure Private Limited,
Village Aghwanpur, Kanth Road,
Moradabad, Uttar Pradesh – 244 001

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Scheme of Amalgamation between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker, appointed by Amalgamating Company 1 for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated January 03, 2022 of Amalgamating Company 1 in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by Amalgamating Company 1, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members

FEDEX SECURITIES PVT. LTD. MUMBAI
Yashak

of Amalgamated Company at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

Report Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity, Amalgamating Company 1, and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
Director
DIN: 08944355
Place: Mumbai

This is an Abridged Prospectus containing salient features of the unlisted company Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL"), a wholly owned subsidiary of Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement"). You are encouraged to read greater details available in the Scheme.

You may download the Scheme of Arrangement from the website of Genus Prime Infra Limited (www.genusprime.com),Genus Power Infrastructures Limited (www.genuspower.com) and the Stock Exchange where the equity shares of Genus Prime Infra Limited are listed i.e. www.bseindia.com and Genus Power Infrastructures Limited are listed i.e. www.bseindia.com and www.nseindia.com.

This Abridged Prospectus contains 8 pages. Please ensure that you have received all the pages.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

(Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme)

THIS IS A DISCLOSURE DOCUMENT ("DISCLOSURE DOCUMENT") PERTAINING TO SANSAR INFRASTRUCTURE PRIVATE LIMITED ("Amalgamating Company 1" or "SIPL") IN COMPLIANCE WITH REQUIREMENTS OF PARAGRAPH I(A)(3)(a) OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 AND CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

THIS HAS BEEN ISSUED IN RELATION TO THE SCHEME OF ARRANGEMENT BETWEEN GENUS PRIME INFRA LIMITED ("AMALGAMATED COMPANY" OR "RESULTING COMPANY" OR "GENUS PRIME") AND SANSAR INFRASTRUCTURE PRIVATE LIMITED ("AMALGAMATING COMPANY 1" OR "SIPL"), STAR VANIJYA PRIVATE LIMITED ("AMALGAMATING COMPANY 2" OR "SVPL"), SUNIMA TRADING PRIVATE LIMITED ("AMALGAMATING COMPANY 3" OR "STPL"), GENUS POWER INFRASTRUCTURES LIMITED ("DEMERGED COMPANY" OR "GPIL") AND YAJUR COMMODITIES LIMITED ("AMALGAMATING COMPANY 4" OR "YCL") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND THE RULES MADE THEREUNDER OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "SCHEME")

THIS DISCLOSURE DOCUMENT CONTAINS 8PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THIS DISCLOSURE DOCUMENT HAS BEEN PREPARED IN THE FORMAT SPECIFIED FOR THE ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, TO THE EXTENT APPLICABLE.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS. CAPITALISED TERMS NOT DEFINED HEREIN SHALL HAVE THE SAME MEANING AS DEFINED IN THE NOTICE.

Sansar Infrastructure Private Limited

Sansar Infrastructure Private Limited was incorporated on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal and changed to State of Uttar Pradesh which was approved by Regional Director vide order dated April 28, 2017. The Corporate Identification Number of the Company is U70109UP2008PTC093173

Regd. Office: Village Aghwanpur, Kanth Road Moradabad, Uttar Pradesh – 244 001

Tel.:0591-2511171; **E-mail:**cs@genuspaper.com

Contact Person: Mr. Anuj Ahluwalia

PROMOTER OF THE AMALGAMATING COMPANY 1

Genus Prime Infra Limited **(Amalgamated Company)**

SCHEME DETAILS AND PROCEDURE

The proposed Scheme of Arrangement is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in the manner provided for in the Scheme thereof.

This Abridged Prospectus discloses applicable information of the unlisted entity i.e. Sansar Infrastructure Private Limited, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended (the "SEBI Circular") relating to the Scheme.

The proposed Scheme of Arrangement was approved by the Board of Directors of SIPL vide resolution dated December 05, 2020. The shareholders are advised to retain a copy of the Abridged Prospectus for their future reference.

Upon the Effective Date and with effect from the Appointed Date 1 as provided in the Part II of the Scheme, the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 (hereinafter to be referred as "**Amalgamating Companies**") shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 1 as provided in the Part II, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

Further, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of Amalgamating Companies with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and entire paid-up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company.

Upon the Scheme becoming effective, Amalgamating Company 1 shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the effective date, the name of Amalgamating Company 1shall be struck off from the records of Registrar of Companies.

Further, the procedure with respect to public issue/ offer would not be applicable as the scheme does not involve issue of any equity shares to public at large, except to the shareholders of the companies involved in the Scheme. Hence, the procedure with respect to General Information Document (GID) is **not applicable** and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- The regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law Tribunal, the time frame cannot be established with certainty.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. No consideration in the form of cash or shares is being issued for the amalgamation of Amalgamating Company 1with Amalgamated Company. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled **"Scheme Details and Procedure"** beginning of page 1 and section titled **"Internal Risk Factors"** beginning on page 7 of this Disclosure Document.

Price Information of Book Running Lead Manager – Not Applicable

REGISTERED MERCHANT BANKER

The details of the Registered Merchant Banker appointed under the SEBI Circulars is as follows:

Name of Registered Merchant Banker and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** *(Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in; **Website:** www.fedsec.in; **Contact Person:** Mr.Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Pradeep Hari and Co. (Chartered Accountants)** **Address:** Opp. Reserve Police Lines, 10, Civil Lines, Moradabad-244 001 **Tel No.:** +91-591-2436415 **Firm Reg. No.** 006542C **Email Id:** pradeepfca@gmail.com **Contact Person:** Mr. Pradeep Kapoor
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTER OF THE AMALGAMATING COMPANY 1

The Promoter of Amalgamating Company 1is Genus Prime Infra Limited (**"Amalgamated Company"**) and holds 100% of the total issued and paid-up share capital of Amalgamating Company 1along with its nominee- Mr. Amit Agarwal. The detailed shareholding of Amalgamating Company 1 is set forth below:

Sr. No.	Name of Shareholder	Category of Shareholder	No. of shares held	% of Issued Share Capital of Company
1.	Genus Prime Infra Limited	Promoter	3,25,600	98.49%
2.	Mr. Amit Agarwal	Promoter	5,000	1.51%

	(Nominee of Genus Prime Infra Limited)			

Amalgamated Company was incorporated in the state of Uttar Pradoch in the name and style 'M/s Gulshan Chemfill Limited on October 20, 2000. On March 03, 2008, name of the Company was changed to its current name 'Genus Prime Infra Limited'. The Registered Office is situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad Uttar Pradesh – 244001. The equity shares of Amalgamated Company are listed on BSE Limited. It is engaged in the business of build, construct, alter, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, roads, railways and other related infrastructural work.

BUSINESS OVERVIEW AND STRATEGY

Amalgamating Company 1 was incorporated as "Sansar Infrastructure Private Limited" on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal. Company shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identification Number of the Company is U70109UP2008PTC093173.It is engaged in the business to acquire by purchase, lease, exchange, hire, develop or operate land and carry on real estate and construction business.

Upon the Scheme becoming effective:

a) Amalgamating Company 1 shall stand dissolved without following the procedure of winding up prescribed under the applicable laws

b) Amalgamated Companyalong with its nominee owns 100% of the equity share capital in Amalgamating Company 1

c) On and from the Effective date, the name of each Amalgamating Companies shall be struck off from the records of the Registrar of Companies

BOARD OF DIRECTORS

Sr. No.	Name, DIN and Address	Designation	Experience including current/past position held in other firms
1.	Mrs. Sharda Devi Todi **DIN:**01351603 **Address:**216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, UP	Director	Having relevant experience in business management and administration. Other current directorships: • Star Vanijya Private Limited • Sunima Trading Private Limited
2.	Mr. Kamal Kant Agarwal **DIN:** 01641506 **Address:**S-18, 19, Adinath Nagar, Opp. World Trade Park, JLN Marg, Jaipur, Malviya Nagar-302017, Rajasthan	Director	Having vast industrial exposure and in-depth knowledge of handling business matters. Other current directorships: • Genus Prime Infra Limited • Ganganagar Agencies Limited • Sunima Trading Private Limited
3.	Mr. Banwari Lal Todi **DIN:** 02260178 **Address:**B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2,	Director	Having good experience in coal, coke and paper industry(past experience if any) & current position. Other current directorships: • Kailash Coal and Coke Company Limited

Moradabad-244001, UP	• Shree Sai Urja Limited, • Ganpati Global Private Limited • Kailash Vidyut &Ispat Limited • Star Vanijya Private Limited • Sunima Trading Private Limited • I C Finance Private Limited

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

The rationale for the Scheme is, *inter alia*, as follows:

Since the Amalgamating companies (Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3) are wholly owned subsidiaries of the Amalgamated Company, the amalgamation contemplated in the present scheme will ensure optimised legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings. The Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the Companies which are as follows:

- Amalgamation will enable consolidation of business and operations of Amalgamating companies with the Amalgamated Company which will provide significant impetus to growth by pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner;
- Amalgamation will enable the Amalgamated company to effect internal economies and optimize profitability and also to reduce administrative inefficiencies by reducing duplication of functions;
- Amalgamation will result in the establishment of a larger company with more capable resources and agreater capacity to raise funds for expansion.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Name of monitoring agency, if any: Since there is no issue of equity shares to the public at large pursuant to the Scheme, the appointment of a monitoring agency is not required.

SHAREHOLDING PATTERN

PRE SCHEME	
Authorised Share Capital	Rs. 34,00,000 comprising of 3,40,000 equity shares of face value Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs. 33,06,000 comprising of 3,30,600 equity shares of face value Rs. 10 each
POST SCHEME*	
Authorised Share Capital	Not Applicable
Issued, Subscribed and Paid up Capital	Not Applicable

* Amalgamating Company 1 will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme.

Based on the above, the pre and post Scheme shareholding pattern of Amalgamating Company 1**would be as under:**

Sr. No.	Particulars	Pre Scheme (number of shares)	Pre Scheme (%age holding)	Post Scheme (number of shares) *	Post Scheme (%age holding)
1	Promoter and Promoter Group	3,30,600	100.00	-	-
2	Public	-	-	-	-
3	Custodians / Non-Public Non	-	-	-	-

promoter shareholders				
Total	3,30,600	100.00	-	-

* Amalgamating Company 1 will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme.

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone(In Rs.)

Particulars	Latest Stub Period ended September 30, 2021 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2019 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)
Total income from operations (net)	56409.00	161775.00	109596.00	98840.00	79608.00	85730.00
Net Profit / (Loss) before tax and extraordinary items	-3197.00	17048.00	10823.00	15705.00	16507.00	19346.00
Net Profit / (Loss) after tax and extraordinary items	-3197.00	17048.00	10823.00	15705.00	16507.00	19346.00
Equity Share Capital	3306000.00	3306000.00	3306000.00	3306000.00	3306000.00	3306000.00
Reserves and Surplus	183373249.00	183376446.00	187973883.00	220555390.00	234699438.00	154836662.69
Net worth	186679249.00	186682446.00	191279883.00	223861390.00	238005438.00	158142662.69
Basic Earnings Per Share (Rs.)	-0.01	0.05	0.03	0.05	0.05	0.06
Diluted Earnings Per Share (Rs.)	-0.01	0.05	0.03	0.05	0.05	0.06
Return on net worth (%)	0.00%	0.01%	0.01%	0.01%	0.01%	0.01%
Net Asset Value Per Equity Share (Rs.)	564.67	564.68	578.58	677.14	719.92	478.35

Consolidated : NOT APPLICABLE

Notes:

1. *Prepared in accordance with Ind-AS;*
2. *Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
3. *Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

INTERNAL RISK FACTORS

1. The Schemeis subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Company will dissolve without winding up pursuant to Scheme of Arrangement which may or may not adversely affect the shareholders.
3. The Company is presently an unlisted company and its securities are presently not available for trading on any stock exchange.
4. Currently there are no operations in the Company and hence it is not able to generate any funds.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Amalgamating Company 1 and amount involved is as under: **NIL**

B. Brief details of the top 5 material outstanding litigations against Amalgamating Company 1 and amount involved: **NIL**

C. Regulatory action, if any. Disciplinary action taken by SEBI or stock exchange against the Promoters in the last 5 years including outstanding action, if any: **Amalgamated Company is the sole promoter of Amalgamating Company 1. Following regulatory actions were taken against the Amalgamated Company:**

i. SEBI vide its Settlement Order dated March 29, 2019 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of Genus Prime Infra Limited (Amalgamated Company). With respect to the said settlement order, the settlement was done for INR 16,83,213 (Indian Rupees Sixteen Lakh Eighty-Three Thousand Two Hundred and Thirteen only) under summary settlement. The Amalgamated Company had *inter-alia* not made disclosures under regulation 8(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 ("**PIT 1992**") and delayed making disclosures under Regulation 13(6) of the PIT 1992. Further, the Amalgamated Company was alleged to violate under Clause 35 of the Listing Agreement read with section 21 of the SCRA.The said settlement order disposed off the proceedings initiated against the Amalgamated Company vide Show Cause Notice dated May 29, 2017.

The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/mar-2019/settlement-order-in-respect-of-genus-prime-infra-ltd-in-the-matter-of-genus-prime-infra-ltd-_42574.html

ii. SEBI vide its Settlement Order dated January 23, 2020 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of alleged violation of Minimum Public Shareholding (MPS) norms. The Amalgamated Company *suo – motu* filed settlement application with SEBI for settlement and the same was settled for INR 7,92,000 (Indian Rupees Seven Lakh Ninety-Two Thousand only). In the said matter, the public shareholding of the Amalgamated Company fell from 32.02% to 20.22% in violation of MPS norm. However, the same were made in compliant with the rights issue in May, 2019 made by the Amalgamated Company. The aforesaid non compliance was settled by SEBI.

The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/jan-

2020/settlement-order-in-respect-of-genus-prime-infra-limited-in-the-matter-of-alleged-violation-of-minimum-public-shareholding-mps-norms_45773.html

D. Brief details of outstanding criminal proceedings against the Promoters: **There are no pending litigations against the Promoter.**

DECLARATION BY THE AMALGAMATING COMPANY 1

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Sansar Infrastructure Private Limited

Sansar Infrastructure Private Limited Moradabad

Banwari Lal Todi
Director
DIN: 02260178

Date: January 03, 2022
Place: Moradabad

FEDEX
SECURITIES
PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B7 Wing, Jay Chambers,
Dayaldas Road, Vile Parle (East),
Mumbai 400 057
T : +91 22 2613 6460 / 61
M : +91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: 11th January, 2022

To,
Board of Directors,
Star Vanijya Private Limited,
Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad, Uttar Pradesh –244 001

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Scheme of Amalgamation between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker, appointed by Amalgamating Company 2 for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated January 03, 2022 of Amalgamating Company 2 in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by Amalgamating Company 2, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members

FEDEX SECURITIES PVT. LTD. MUMBAI

Yashak

of Amalgamated Company at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

Report Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity, Amalgamating Company 2, and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
Director
DIN: 08944355
Place: Mumbai

This is an Abridged Prospectus containing salient features of the unlisted company Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL"), a wholly owned subsidiary of Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement"). You are encouraged to read greater details available in the Scheme.

You may download the Scheme of Arrangement from the website of Genus Prime Infra Limited (www.genusprime.com), Genus Power Infrastructures Limited (www.genuspower.com) and the Stock Exchange where the equity shares of Genus Prime Infra Limited are listed i.e. www.bseindia.com and Genus Power Infrastructures Limited are listed i.e. www.bseindia.com and www.nseindia.com.

This Abridged Prospectus contains 8 pages. Please ensure that you have received all the pages.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

(Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme)

THIS IS A DISCLOSURE DOCUMENT ("DISCLOSURE DOCUMENT") PERTAINING TO STAR VANIJYA PRIVATE LIMITED ("Amalgamating Company 2" or "SVPL") IN COMPLIANCE WITH REQUIREMENTS OF PARAGRAPH I(A)(3)(a) OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 AND CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

THIS HAS BEEN ISSUED IN RELATION TO THE SCHEME OF ARRANGEMENT BETWEEN GENUS PRIME INFRA LIMITED ("AMALGAMATED COMPANY" OR "RESULTING COMPANY" OR "GENUS PRIME") AND SANSAR INFRASTRUCTURE PRIVATE LIMITED ("AMALGAMATING COMPANY 1" OR "SIPL"), STAR VANIJYA PRIVATE LIMITED ("AMALGAMATING COMPANY 2" OR "SVPL"), SUNIMA TRADING PRIVATE LIMITED ("AMALGAMATING COMPANY 3" OR "STPL") , GENUS POWER INFRASTRUCTURES LIMITED ("DEMERGED COMPANY" OR "GPIL") AND YAJUR COMMODITIES LIMITED ("AMALGAMATING COMPANY 4" OR "YCL") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORSUNDER SECTIONS 230 TO 232 AND THE RULES MADE THEREUNDER OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "SCHEME").

THIS DISCLOSURE DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THIS DISCLOSURE DOCUMENT HAS BEEN PREPARED IN THE FORMATSPECIFIED FOR THE ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, TO THE EXTENT APPLICABLE.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS. CAPITALISED TERMS NOT DEFINED HEREIN SHALL HAVE THE SAME MEANING AS DEFINED IN THE NOTICE.

Star Vanijya Private Limited

Star Vanijya Private Limited was incorporated on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal and changed to state of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017.

The Corporate Identification Number of the Company is U51109UP2008PTC093817

Regd. Office:Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh –244 001
Tel.:0591-2511171; **E-mail**:cs@genuspaper.com
Contact Person:Mr. Anuj Ahluwalia

PROMOTER OF THE AMALGAMATING COMPANY 2
Genus Prime Infra Limited (**Amalgamated Company**)

SCHEME DETAILS AND PROCEDURE

The proposed scheme of arrangement is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in the manner provided for in the Scheme thereof.

This Abridged Prospectus discloses applicable information of the unlisted entity i.e. Star Vanijya Private Limited, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended (the "SEBI Circular") relating to the Scheme.

The proposed scheme of arrangement was approved by the Board of Directors of SVPL vide resolution dated December 05, 2020. The shareholders are advised to retain a copy of the Abridged Prospectus for their future reference.

Upon the Effective Date and with effect from the Appointed Date 1 as provided in the Part II of the Scheme, the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 (hereinafter to be referred as "**Amalgamating Companies**") shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 1 as provided in the Part II, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

Further, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of Amalgamating Companies with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and entire paid-up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company.

Upon the Scheme becoming effective, Amalgamating Company 2shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the effective date, the name of Amalgamating Company 2shall be struck off from the records of Registrar of Companies.

Further, the procedure with respect to public issue/ offer would not be applicable as the scheme does not involve issue of any equity shares to public at large, except to the shareholders of the companies involved in the Scheme. Hence, the procedure with respect to General Information Document (GID) is **not applicable** and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- The regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law Tribunal, the time frame cannot be established with certainty.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. No consideration in the form of cash or shares is being issued for the amalgamation of Amalgamating Company 2with Amalgamated Company. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled "**Scheme Details and Procedure**" beginning of page 2 and section titled "**Internal Risk Factors**" beginning on page 7of this Disclosure Document.

Price Information of Book Running Lead Manager – Not Applicable

REGISTERED MERCHANT BANKER

The details of the Registered Merchant Banker appointed under the SEBI Circulars is as follows:

Name of Registered Merchant Banker and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** *(Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in; **Website:** www.fedsec.in; **Contact Person:** Mr.Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Pradeep Hari and Co. (Chartered Accountants)** **Address:** Opp. Reserve Police Lines, 10, Civil Lines, Moradabad - 244 001 **Tel No.:** +91-591-2436415 **Firm Reg. No.** 006542C **Email Id**: pradeepfca@gmail.com **Contact Person:** Mr. Pradeep Kapoor
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTER OF THE AMALGAMATING COMPANY 2

The Promoter of Amalgamating Company 2is Genus Prime Infra Limited ("Amalgamated Company ") and holds 100% of the total issued and paid-up share capital of Amalgamating Company 2along with its nominee- Mr. Amit Agarwal. The detailed shareholding of Amalgamating Company 2 is set forth below:

Sr. No.	Name of Shareholder	Category of Shareholder	No. of shares held	% of Issued Share Capital of Company
1.	Genus Prime Infra Limited	Promoter	3,71,800	98.67%

2.	Mr. Amit Agarwal (Nominee of Genus Prime Infra Limited)	Promoter	5,000	1.33%

Amalgamated Company was incorporated in the state of Uttar Pradesh in the name and style 'M/s Gulshan Chemfill Limited on October 20, 2000. On March 03, 2008, name of the Company was changed to its current name 'Genus Prime Infra Limited'. The Registered Office is situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad Uttar Pradesh – 244001. The equity shares of Amalgamated Company are listed on BSE Limited. It is engaged in the business of build, construct, alter, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, roads, railways and other related infrastructural work.

BUSINESS OVERVIEW AND STRATEGY

Amalgamating Company 2 was incorporated as "Star Vanijya Private Limited" on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal. Company shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identification Number of the Company is U51109UP2008PTC093817. It is engaged in the business as buyers, sellers, traders, merchants, hire-purchasers, multi-level marketing of & all kinds of wood, timber, etc.

Upon the Scheme becoming effective:

a) Amalgamating Company 2shall stand dissolved without following the procedure of winding up prescribed under the applicable laws
b) Amalgamated Company along with its nominee owns 100% of the equity share capital in Amalgamating Company 2
c) On and from the Effective date, the name of each Amalgamating Companies shall be struck off from the records of the Registrar of Companies

BOARD OF DIRECTORS

Sr. No.	Name, DIN and Address	Designation	Experience including current/past position held in other firms
1.	Mrs. Sharda Devi Todi **DIN:**01351603 **Address:**216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, UP	Director	Having relevant experience in business management and administration. Other current directorships: • Sunima Trading Private Limited • Sansar Infrastructure Private Limited
2.	Mr. Udit Agarwal **DIN:** 02820615 **Address:**Z-16, 17, 18, DeenDayal Nagar, Phase-2, Moradabad-244001, UP	Director	Young and energetic businessman with strong ability to provide insightful analysis and recommendations. Other current directorships: • Genus Paper & Boards Limited • Genus Prime Infra Limited • Genus Power Infrastructures Limited
3.	Mr. Banwari Lal Todi **DIN:** 02260178 **Address:**B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2,	Director	Having good experience in coal, coke and paper industry. Other current directorships: • Kailash Coal and Coke Company Limited • Shree Sai Urja Limited

Moradabad-244001, UP	• Ganpati Global Private Limited • Kailash Vidyut &Ispat Limited • Sunima Trading Private Limited • I C Finance Private Limited • Sansar Infrastructure Private Limited

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

The rationale for the Scheme is, *inter alia*, as follows:

Since the Amalgamating companies (Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3) are wholly owned subsidiaries of the Amalgamated Company, the amalgamation contemplated in the present scheme will ensure optimised legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings. The Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the Companies which are as follows:

- Amalgamation will enable consolidation of business and operations of Amalgamating companies with the Amalgamated Company which will provide significant impetus to growth by pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner;
- Amalgamation will enable the Amalgamated company to effect internal economies and optimize profitability and also to reduce administrative inefficiencies by reducing duplication of functions;
- Amalgamation will result in the establishment of a larger company with more capable resources and a greater capacity to raise funds for expansion.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, If any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Name of monitoring agency, if any: Since there is no issue of equity shares to the public at large pursuant to the Scheme, the appointment of a monitoring agency is not required.

SHAREHOLDING PATTERN C

PRE SCHEME	
Authorised Share Capital	Rs. 38,00,000 comprising of 3,80,000 equity shares of face value Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs. 37,68,000 comprising of 3,76,800 equity shares of face value Rs. 10 each
POST SCHEME*	
Authorised Share Capital	Not Applicable
Issued, Subscribed and Paid up Capital	Not Applicable

* Amalgamating Company 2will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme.

Based on the above, the pre and post Scheme shareholding pattern of Amalgamating Company 2 would be as under:

Sr. No.	Particulars	Pre Scheme (number of shares)	Pre Scheme (%age holding)	Post Scheme (number of shares) *	Post Scheme (%age holding)
1	Promoter and Promoter Group	3,76,800	100.00	-	-
2	Public	-	-	-	-

3	Custodians / Non Public Non promoter shareholders	-	-	-	-
	Total	3,76,800	100.00	-	-

* Amalgamating Company 2will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme.

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone(In Rs.)

Particulars	Latest Stub Period ended September 30, 2021 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2019 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)
Total income from operations (net)	53569.00	146820.00	107125.00	96480.00	81235.00	75705.00
Net Profit / (Loss) before tax and extraordinary items	-817.00	33902.00	7682.00	13283.00	16869.00	13274.07
Net Profit / (Loss) after tax and extraordinary items	-3094033.00	33902.00	7682.00	13283.00	16869.00	13274.07
Equity Share Capital	3768000.00	3768000.00	3768000.00	3768000.00	3768000.00	3768000.00
Reserves and Surplus	175352440.00	178446474.00	175687044.00	221422092.00	286702191.00	179586601.38
Net worth	179120440.00	182214474.00	179455044.00	225190092.00	290470191.00	183354601.38
Basic Earnings Per Share (Rs.)	-8.21	0.09	0.02	0.04	0.04	0.04
Diluted Earnings Per Share (Rs.)	-8.21	0.09	0.02	0.04	0.04	0.04
Return on net worth (%)	0.00%	0.02%	0.00%	0.01%	0.01%	0.01%
Net Asset Value Per Equity Share (Rs.)	475.37	483.58	476.26	597.64	770.89	486.61

Consolidated : NOT APPLICABLE

Notes:

1. *Prepared in accordance with Ind-AS;*
2. *Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
3. *Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

INTERNAL RISK FACTORS

1. The Schemeis subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Company will dissolve without winding up pursuant to Scheme of Arrangement which may or may not adversely affect the shareholders.
3. The Company is presently an unlisted company and its securities are presently not available for trading on any stock exchange.
4. Currently there are no operations in the Company and hence it is not able to generate any funds.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Amalgamating Company 2and amount involved is as under: **NIL**

B. Brief details of the top 5 material outstanding litigations against Amalgamating Company 2and amount involved: **NIL**

C. Regulatory action, if any. Disciplinary action taken by SEBI or stock exchange against the Promoters in the last 5 years including outstanding action, if any: **Amalgamated Company is the sole promoter of Amalgamating Company 2. Following regulatory actions were taken against the Amalgamated Company:**

i. SEBI vide its Settlement Order dated March 29, 2019 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of Genus Prime Infra Limited (Amalgamated Company). With respect to the said settlement order, the settlement was done for INR 16,83,213 (Indian Rupees Sixteen Lakh Eighty-Three Thousand Two Hundred and Thirteen only) under summary settlement. The Amalgamated Company had *inter-alia* not made disclosures under regulation 8(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (**"PIT 1992"**) and delayed making disclosures under Regulation 13(6) of the PIT 1992. Further, the Amalgamated Company was alleged to violate under Clause 35 of the Listing Agreement read with section 21 of the SCRA. The said settlement order disposed off the proceedings initiated against the Amalgamated Company vide Show Cause Notice dated May 29, 2017.

   The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/mar-2019/settlement-order-in-respect-of-genus-prime-infra-ltd-in-the-matter-of-genus-prime-infra-ltd-_42574.html

ii. SEBI vide its Settlement Order dated January 23, 2020 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of alleged violation of Minimum Public Shareholding (MPS) norms. The Amalgamated Company *suo – motu* filed settlement application with SEBI for settlement and the same was settled for INR 7,92,000 (Indian Rupees Seven Lakh Ninety-Two Thousand only). In the said matter, the public shareholding of the Amalgamated Company fell from 32.02% to 20.22% in violation of MPS norm. However, the same were made in compliant with the rights issue in May, 2019 made by the Amalgamated Company. The aforesaid non-compliance was settled by SEBI.

   The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/jan-

2020/settlement-order-in-respect-of-genus-prime-infra-limited-in-the-matter-of-alleged-violation-of-minimum-public-shareholding-mps-norms_45773.html

D. Brief details of outstanding criminal proceedings against the Promoters: **There are no pending litigations against the Promoter.**

DECLARATION BY THE AMALGAMATING COMPANY 2

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For **Star Vanijya Private Limited**

Banwari Lal Todi
Director
DIN: 02260178

Date: January 03, 2022
Place:Moradabad

FEDEX SECURITIES PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B7 Wing, Jay Chambers,
Dayaldas Road, Vile Parle (East),
Mumbai 400 057
T : +91 22 2613 6460 / 61
M : +91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: 11th January, 2022

To,
Board of Directors,
Sunima Trading Private Limited,
Moradabad Dharam Kanta, Kanth Road,
Harthala Moradabad, Uttar Pradesh – 244 001

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Scheme of Amalgamation between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker, appointed by Amalgamating Company 3 for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated January 03, 2022 of Amalgamating Company 3 in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by Amalgamating Company 3, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members

FEDEX SECURITIES PVT. LTD. MUMBAI

of Amalgamated Company at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

Report Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity, Amalgamating Company 3, and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
Director
DIN: 08944355
Place: Mumbai

This is an Abridged Prospectus containing salient features of the unlisted company Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL"), a wholly owned subsidiary of Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement"). You are encouraged to read greater details available in the Scheme.

You may download the Scheme of Arrangement from the website of Genus Prime Infra Limited (www.genusprime.com), Genus Power Infrastructures Limited (www.genuspower.com) and the Stock Exchange where the equity shares of Genus Prime Infra Limited are listed i.e. www.bseindia.com and Genus Power Infrastructures Limited are listed i.e. www.bseindia.com and www.nseindia.com.

This Abridged Prospectus contains 8 pages. Please ensure that you have received all the pages.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

(Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme)

THIS IS A DISCLOSURE DOCUMENT ("DISCLOSURE DOCUMENT") PERTAINING TO SUNIMA TRADING PRIVATE LIMITED("Amalgamating Company 3" or "STPL") IN COMPLIANCE WITH REQUIREMENTS OF PARAGRAPH I(A)(3)(a) OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 AND CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

THIS HAS BEEN ISSUED IN RELATION TO THE SCHEME OF ARRANGEMENT BETWEEN GENUS PRIME INFRA LIMITED ("AMALGAMATED COMPANY" OR "RESULTING COMPANY" OR "GENUS PRIME") AND SANSAR INFRASTRUCTURE PRIVATE LIMITED ("AMALGAMATING COMPANY 1" OR "SIPL"), STAR VANIJYA PRIVATE LIMITED ("AMALGAMATING COMPANY 2" OR "SVPL"), SUNIMA TRADING PRIVATE LIMITED ("AMALGAMATING COMPANY 3" OR "STPL") , GENUS POWER INFRASTRUCTURES LIMITED ("DEMERGED COMPANY" OR "GPIL") AND YAJUR COMMODITIES LIMITED ("AMALGAMATING COMPANY 4" OR "YCL") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 AND THE RULES MADE THEREUNDER OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "SCHEME").

THIS DISCLOSURE DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THIS DISCLOSURE DOCUMENT HAS BEEN PREPARED IN THE FORMAT SPECIFIED FOR THE ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, TO THE EXTENT APPLICABLE.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS. CAPITALISED TERMS NOT DEFINED HEREIN SHALL HAVE THE SAME MEANING AS DEFINED IN THE NOTICE.

Sunima Trading Private Limited

Sunima Trading Private Limited was incorporated on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal and changed to state of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identification Number of the Company is U51909UP2008PTC093671

Regd. Office: Moradabad Dharam Kanta, Kanth Road, Harthala Moradabad, Uttar Pradesh – 244 001

Tel.:0591-2511171; **E-mail:**cs@genuspaper.com
Contact Person: Mr. Anuj Ahluwalia

PROMOTER OF THE AMALGAMATING COMPANY 3
Genus Prime Infra Limited (**Amalgamated Company**)

SCHEME DETAILS AND PROCEDURE

The proposed scheme of arrangement is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in the manner provided for in the Scheme thereof.

This Abridged Prospectus discloses applicable information of the unlisted entity i.e.Sunima Trading Private Limited, in compliance with SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended (the "SEBI Circular") relating to the Scheme.

The proposed scheme of arrangement was approved by the Board of Directors of STPL vide resolution dated December 05, 2020. The shareholders are advised to retain a copy of the Abridged Prospectus for their future reference.

Upon the Effective Date and with effect from the Appointed Date 1 as provided in the Part II of the Scheme, the Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 (hereinafter to be referred as "**Amalgamating Companies**") shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 1 as provided in the Part II, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

Further, there will be no issue and allotment of any shares by the Amalgamated Company in consideration of the amalgamation of Amalgamating Companies with the Amalgamated Company as all the Amalgamating Companies are wholly owned subsidiaries of the Amalgamated Company and entire paid-up share capital of the Amalgamating Companies are held by Amalgamated Company along with the nominees of Amalgamated Company.

Upon the Scheme becoming effective, Amalgamating Company 3shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the effective date, the name of Amalgamating Company 3shall be struck off from the records of Registrar of Companies.

Further, the procedure with respect to public issue/ offer would not be applicable as the scheme does not involve issue of any equity shares to public at large, except to the shareholders of the companies involved in the Scheme. Hence, the procedure with respect to General Information Document (GID) is **not applicable** and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- The regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law Tribunal, the time frame cannot be established with certainty

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision.. No consideration in the form of cash or shares is being issued for the amalgamation of Amalgamating Company 3with Amalgamated Company. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled **"Scheme Details and Procedure"** beginning of page 2 and section titled **"Internal Risk Factors"** beginning on page7 of this Disclosure Document.

Price Information of Book Running Lead Manager – Not Applicable

REGISTERED MERCHANT BANKER

The details of the Registered Merchant Banker appointed under the SEBI Circulars is as follows:

Name of Registered Merchant Banker and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** *(Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in; **Website:** www.fedsec.in; **Contact Person:** Mr.Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Pradeep Hari and Co. (Chartered Accountants)** **Address:** Opp. Reserve Police Lines, 10, Civil Lines, Moradabad - 244 001 **Tel No.:** +91-591-2436415 **Firm Reg. No.** 006542C **Email Id**: pradeepfca@gmail.com **Contact Person:** Mr. Pradeep Kapoor
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTER OF THE AMALGAMATING COMPANY 3

The Promoter of Amalgamating Company 3 is Genus Prime Infra Limited ("Amalgamated Company") and holds 100% of the total issued and paid-up share capital of Amalgamating Company 3along with its nominee- Mr. Amit Agarwal. The detailed shareholding of Amalgamating Company 3is set forth below:

Sr. No.	Name of Shareholder	Category of Shareholder	No. of shares held	% of Issued Share Capital of Company
1.	Genus Prime Infra Limited	Promoter	3,35,000	98.53%
2.	Mr. Amit Agarwal (Nominee of Genus Prime	Promoter	5,000	1.47%

	Infra Limited)			

Amalgamated Company was incorporated in the state of Uttar Pradesh in the name and style 'M/s Gulshan Chemfill Limited on October 20, 2000. On March 03, 2008, name of the Company was changed to its current name 'Genus Prime Infra Limited'. The Registered Office is situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad Uttar Pradesh – 244001. The equity shares of Amalgamated Company are listed on BSE Limited. It is engaged in the business of build, construct, alter, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, roads, railways and other related infrastructural work.

BUSINESS OVERVIEW AND STRATEGY

Amalgamating Company 3 was incorporated as "Sunima Trading Private Limited" on April 23, 2008 under the provisions of the Companies Act, 1956 with the Registrar of Companies, State of West Bengal. Company shifted its Registered Office from West Bengal to State of Uttar Pradesh which was approved by Regional Director vide Order dated April 28, 2017. The Corporate Identification Number of the Company is U51909UP2008PTC093671.STPL is engaged in thebusiness as buyers, sellers, traders, merchants, hire-purchasers, multi-level marketing of & all kinds of wood, timber, etc.

Uponthe Scheme becoming effective:

a) Amalgamating Company 3 shall stand dissolved without following the procedure of winding up prescribed under the applicable laws
b) Amalgamated Company along with its nominee owns 100% of the equity share capital in Amalgamating Company 3
c) On and from the Effective date, the name of each Amalgamating Companies shall be struck off from the records of the Registrar of Companies

BOARD OF DIRECTORS

Sr. No.	Name, DIN and Address	Designation	Experience including current/past position held in other firms
1.	Mrs. Sharda Devi Todi **DIN:**01351603 **Address:** 216, Kali Mandir, Ravi Nagar, Mugalsarai, Chandauli-232101, UP	Director	Having relevant experience in business management and administration. Other current directorships: • Star Vanijya Private Limited • Sansar Infrastructure Private Limited
2.	Mr. Kamal Kant Agarwal **DIN:** 01641506 **Address:**S-18, 19, Adinath Nagar, Opp. World Trade Park, JLN Marg, Jaipur, Malviya Nagar-302017, Rajasthan	Director	Having vast industrial exposure and in-depth knowledge of handling business matters. Other current directorships: • Genus Prime Infra Limited • Ganganagar Agencies Limited • Sansar Infrastructure Private Limited
3.	Mr. Banwari Lal Todi **DIN:** 02260178 **Address:**B-10, Madhur Green Villa, Parampara Colony, Ramganga Vihar, Phase-2, Moradabad-244001, UP	Director	Having good experience in coal, coke and paper industry. Other current directorships: • Kailash Coal and Coke Company Limited • Shree Sai Urja Limited, • Ganpati Global Private Limited • Kailash Vidyut &Ispat Limited • Star Vanijya Private Limited

- I C Finance Private Limited,
- Sansar Infrastructure Private Limited

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

The rationale for the Scheme is, *inter alia*, as follows:

Since the Amalgamating companies (Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3) are wholly owned subsidiaries of the Amalgamated Company, the amalgamation contemplated in the present scheme will ensure optimised legal structure, reduce the number of legal entities within the group so as to achieve significant cost savings. The Scheme will benefit all concerned, including the shareholders, creditors and other stakeholders of all the Companies which are as follows:

- Amalgamation will enable consolidation of business and operations of Amalgamating companies with the Amalgamated Company which will provide significant impetus to growth by pooling of resources, enable synergies, reduce operational costs, achieve economies of scale, increase operational efficiencies and greater focus and provide expansion opportunities in a consolidated and compliant manner;
- Amalgamation will enable the Amalgamated company to effect internal economies and optimize profitability and also to reduce administrative inefficiencies by reducing duplication of functions;
- Amalgamation will result in the establishment of a larger company with more capable resources and agreater capacity to raise funds for expansion.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Name of monitoring agency, if any: Since there is no issue of equity shares to the public at large pursuant to the Scheme, the appointment of a monitoring agency is not required.

SHAREHOLDING PATTERN

PRE SCHEME	
Authorised Share Capital	Rs. 35,00,000 comprising of 3,50,000 equity shares of face value Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs. 34,00,000 comprising of 3,40,000 equity shares of face value Rs. 10 each
POST SCHEME*	
Authorised Share Capital	Not Applicable
Issued, Subscribed and Paid up Capital	Not Applicable

* Amalgamating Company 3will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme.

Based on the above, the pre and post Scheme shareholding pattern of Amalgamating Company 3**would be as under:**

Sr. No.	Particulars	Pre Scheme (number of shares)	Pre Scheme (%age holding)	Post Scheme (number of shares) *	Post Scheme (%age holding)
1	Promoter and Promoter Group	3,40,000	100.00	-	-
2	Public	-	-	-	-
3	Custodians / Non Public Non promoter shareholders	-	-	-	-

Total		3,40,000	100.00	-	-

* Amalgamating Company 3will merge into Amalgamated Companyand shall dissolve without winding up pursuant to the Scheme.

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone (In Rs.)

Particulars	Latest Stub Period ended September 30, 2021 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2019 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)
Total income from operations (net)	57734.00	137690.00	109986.00	99020.00	85278.00	80225.00
Net Profit / (Loss) before tax and extraordinary items	-1743.00	22940.00	10013.00	15167.00	17842.00	14595.07
Net Profit / (Loss) after tax and extraordinary items	-1743.00	22940.00	10013.00	15167.00	17842.00	14595.07
Equity Share Capital	3400000.00	3400000.00	3400000.00	3400000.00	3400000.00	3400000.00
Reserves and Surplus	177066701.00	177068444.00	179250276.00	224892375.00	247610770.00	161513302.98
Net worth	180466701.00	180468444.00	182650276.00	228292375.00	251010770.00	164913302.98
Basic Earnings Per Share (Rs.)	-0.01	0.07	0.03	0.04	0.05	0.04
Diluted Earnings Per Share (Rs.)	-0.01	0.07	0.03	0.04	0.05	0.04
Return on net worth (%)	0.00%	0.01%	0.01%	0.01%	0.01%	0.01%
Net Asset Value Per Equity Share (Rs.)	530.78	530.79	537.21	671.45	738.27	485.04

Consolidated : NOT APPLICABLE

Notes:

1. *Prepared in accordance with Ind-AS;*
2. *Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
3. *Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

INTERNAL RISK FACTORS

1. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Company will dissolve without winding up pursuant to Scheme of Arrangement which may or may not adversely affect the shareholders.
3. The Company is presently an unlisted company and its securities are presently not available for trading on any stock exchange.
4. Currently there are no operations in the Company and hence it is not able to generate any funds.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Amalgamating Company 3 and amount involved is as under: **NIL**

B. Brief details of the top 5 material outstanding litigations against Amalgamating Company 3 and amount involved: **NIL**

C. Regulatory action, if any. Disciplinary action taken by SEBI or stock exchange against the Promoters in the last 5 years including outstanding action, if any: **Amalgamated Company is the sole promoter of Amalgamating Company 3. Following regulatory actions were taken against the Amalgamated Company:**

i. SEBI vide its Settlement Order dated March 29, 2019 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of Genus Prime Infra Limited (Amalgamated Company). With respect to the said settlement order, the settlement was done for INR 16,83,213 (Indian Rupees Sixteen Lakh Eighty-Three Thousand Two Hundred and Thirteen only) under summary settlement. The Amalgamated Company had *inter-alia* not made disclosures under regulation 8(3) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 (**"PIT 1992"**) and delayed making disclosures under Regulation 13(6) of the PIT 1992. Further, the Amalgamated Company was alleged to violate under Clause 35 of the Listing Agreement read with section 21 of the SCRA. The said settlement order disposed off the proceedings initiated against the Amalgamated Company vide Show Cause Notice dated May 29, 2017.

   The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/mar-2019/settlement-order-in-respect-of-genus-prime-infra-ltd-in-the-matter-of-genus-prime-infra-ltd-_42574.html

ii. SEBI vide its Settlement Order dated January 23, 2020 settled certain violation/non-compliance made by Genus Prime Infra Limited (Amalgamated Company) in the matter of alleged violation of Minimum Public Shareholding (MPS) norms. The Amalgamated Company *suo – motu* filed settlement application with SEBI for settlement and the same was settled for INR 7,92,000 (Indian Rupees Seven Lakh Ninety-Two Thousand only). In the said matter, the public shareholding of the Amalgamated Company fell from 32.02% to 20.22% in violation of MPS norm. However, the same were made in compliant with the rights issue in May, 2019 made by the Amalgamated Company. The aforesaid non compliance was settled by SEBI.

   The said settlement order is available on the below link https://www.sebi.gov.in/enforcement/orders/jan-2020/settlement-order-in-respect-of-genus-prime-infra-limited-in-the-matter-of-alleged-violation-of-minimum-public-shareholding-mps-norms_45773.html

D. Brief details of outstanding criminal proceedings against the Promoters: **There are no pending litigations against the Promoter.**

DECLARATION BY THE AMALGAMATING COMPANY 3

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For **Sunima Trading Private Limited**

Sunima Trading Private Limited
Moradabad

Banwari Lal Todi
Director
DIN: 02260178

Date: January 03, 2022
Place: Moradabad

FEDEX
SECURITIES
PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B7 Wing, Jay Chambers,
Dayaldas Road, Vile Parle (East),
Mumbai 400 057
T : +91 22 2613 6460 / 61
M : +91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: 11th January, 2022

To,
Board of Directors,
Yajur Commodities Limited,
G-123, Sector 63, Noida, Uttar Pradesh – 201 307

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Scheme of Amalgamation between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker, appointed by Amalgamating Company 4 for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated January 03, 2022 of Amalgamating Company 4 in compliance with Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by Amalgamating Company 4, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members of Amalgamated Company at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

FEDEX SECURITIES PVT. LTD. MUMBAI

Yashak

Report Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity, Amalgamating Company 4, and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
Director
DIN: 08944355
Place: Mumbai

This is an Abridged Prospectus containing salient features of the unlisted company Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and Scheme of Arrangement between Genus Prime Infra Limited ("Amalgamated Company" or "Resulting Company" or "Genus Prime") and Sansar Infrastructure Private Limited ("Amalgamating Company 1" or "SIPL") and Star Vanijya Private Limited ("Amalgamating Company 2" or "SVPL") and Sunima Trading Private Limited ("Amalgamating Company 3" or "STPL") and Genus Power Infrastructures Limited ("Demerged Company" or "GPIL") and Yajur Commodities Limited ("Amalgamating Company 4" or "YCL") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme" or "Scheme of Arrangement"). You are encouraged to read greater details available in the Scheme.

You may download the Scheme of Arrangement from the website of Genus Prime Infra Limited (www.genusprime.com) Genus Power Infrastructures Limited (www.genuspower.com) and the Stock Exchange where the equity shares of Genus Prime Infra Limited are listed i.e. www.bseindia.com and Genus Power Infrastructures Limited are listed i.e. www.bseindia.com and www.nseindia.com

This Abridged Prospectus contains 15 pages. Please ensure that you have received all the pages.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

(Capitalised terms not defined herein shall have their meaning ascribed to them under the Scheme)

THIS IS A DISCLOSURE DOCUMENT ("DISCLOSURE DOCUMENT") PERTAINING TO YAJUR COMMODITIES LIMITED ("Amalgamating Company 4" or "YCL") IN COMPLIANCE WITH REQUIREMENTS OF PARAGRAPH I(A)(3)(a) OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 AND CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

THIS HAS BEEN ISSUED IN RELATION TO THE SCHEME OF ARRANGEMENT BETWEEN GENUS PRIME INFRA LIMITED ("AMALGAMATED COMPANY" OR "RESULTING COMPANY" OR "GENUS PRIME") AND SANSAR INFRASTRUCTURE PRIVATE LIMITED ("AMALGAMATING COMPANY 1" OR "SIPL"), STAR VANIJYA PRIVATE LIMITED ("AMALGAMATING COMPANY 2" OR "SVPL"), SUNIMA TRADING PRIVATE LIMITED ("AMALGAMATING COMPANY 3" OR "STPL") , GENUS POWER INFRASTRUCTURES LIMITED ("DEMERGED COMPANY" OR "GPIL") AND YAJUR COMMODITIES LIMITED ("AMALGAMATING COMPANY 4" OR "YCL") AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 TO 232 AND THE RULES MADE THEREUNDER OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS THE "SCHEME").

THIS DISCLOSURE DOCUMENT CONTAINS 15 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

THIS DISCLOSURE DOCUMENT HAS BEEN PREPARED IN THE FORMAT SPECIFIED FOR THE ABRIDGED PROSPECTUS AS PROVIDED IN PART E OF SCHEDULE VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, TO THE EXTENT APPLICABLE.

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS CAPITALISED TERMS NOT DEFINED HEREIN SHALL HAVE THE SAME MEANING AS DEFINED IN THE NOTICE.

Yajur Commodities Limited

Yajur Commodities Limited was incorporated on April 19, 2007 under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Territory of Delhi and Haryana and changed to State of Uttar Pradesh which was approved by Regional Director vide order dated September 10, 2018. The Corporate Identification Number of the Company is U51395UP2007PLC110438

Regd. Office: G-123, Sector 63, Noida, Gautam Buddha Nagar Uttar Pradesh – 201 307
Tel.: 91-11- 47114800; **E-mail:** cs@yajurcom.com

Contact Person: Mr. Umakant Upadhyay

PROMOTERS OF THE AMALGAMATING COMPANY 4
Mr. Kailash Chandra Agarwal, Mr. Ishwar Chand Agarwal, Mrs. Shanti Devi Agarwal, Mr. Rajendra Kumar Agarwal, Mrs. Monisha Agarwal, Mr. Jitendra Kumar Agarwal, Mr, Amit Kumar Agarwal, Mr. Anand Todi, Mr. Himanshu Agarwal, M/s. Genus Power Infrastructures Limited, M/s. Hi-Print Electromack Pvt. Ltd, M/s. Kailash Coal & Coke Company Limited, M/s. Genus Paper & Boards Limited, M/s. Sansar Infrastructure Private Limited , M/s. Sunima Trading Private Limited, Rubal todi and Seema Todi.
SCHEME DETAILS AND PROCEDURE
Upon the Effective Date and with effect from the Appointed Date 2 as provided in the Part IV of the Scheme, the Amalgamating Company 4 shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 2 as provided in the Part IV, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company. Upon effectiveness of this Scheme and in consideration for the transfer of the Amalgamating Company 4 into the Amalgamated Company, the Amalgamated Company shall, without any further act or deed, issue and allot to each member of the Amalgamating Company 4 whose name is recorded in the register of members as on Record Date 2 (or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be), the following shares: "3 (Three) Equity share of face value Rs. 2.00 (Two) each of the Amalgamated Company as fully paid up for every 5 (Five) Equity shares of face value Rs. 10.00 (Ten) each of the Amalgamating Company 4 to the equity shareholders of the Amalgamating Company 4 holding equity shares in the Amalgamating Company 4" "1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) Zero Coupon Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to such redeemable preference shareholders of the Amalgamating Company 4 holding Zero Coupon Redeemable Preference Shares in the Amalgamating Company 4" "1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamated Company as fully paid up for every 1 (One) 9% Cumulative Non- Convertible Redeemable Preference share of face value Rs. 100.00 (Hundred) each of the Amalgamating Company 4 to the redeemable preference shareholders of the Amalgamating Company 4 holding 9% Cumulative Non-Convertible Redeemable Preference Shares in the Amalgamating Company 4" It is clarified that no cash consideration shall be paid by the Amalgamated Company to the Amalgamating Company 4 or its shareholders. The redeemable preference shares shall be issued and allotted to the redeemable preference shareholders of the Amalgamating Company 4 as per the Terms and Conditions set out in the Schedule I and Schedule II of the Scheme. It is hereby clarified that the redeemable preference Shares of the Amalgamated Company shall not be listed and/ or admitted on any stock exchange. Further, upon coming effect of the Part II and Part III of the Scheme, 6% Cumulative Non-Convertible Redeemable Preference Shares and 10% Cumulative Redeemable Preference Shares in the Amalgamating Company 4 would be transferred and shall stand vested with the Amalgamated Company and upon amalgamation of the Amalgamating Company 4 with the

Amalgamated Company, the said redeemable preference shares shall stand cancelled and therefore, no shares shall be issued to the redeemable preference shareholders holding such preference shares.

Upon this Scheme becoming effective, Amalgamating Company 4 shall stand dissolved, without following the procedure of winding up prescribed under the applicable laws. On and from the Effective Date, the name of each of the Amalgamating Company 4 shall be struck off from the records of the Registrar of Companies.

After the Effective Date of this Scheme, the new equity shares to be issued and allotted by the Amalgamated Company in terms of the Scheme as mentioned above in Consideration shall be listed and shall be admitted for trading on the BSE Limited by virtue of this Scheme and in accordance with the provisions of SEBI Circulars. Amalgamated Company shall make all requisite applications and shall otherwise comply with the provisions of the SEBI Circulars and Applicable Laws and take all steps to get the new equity shares issued by it in pursuance to this Scheme listed on BSE Limited.

The new equity shares allotted by the Amalgamated Company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the BSE Limited.

It is pertinent to mention here that the procedure with respect to public issue/offer would not be applicable as these issues are only to the shareholders of the companies involved in the Scheme, pursuant to the Scheme of Amalgamation without cash consideration.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- The regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law Tribunal, the time frame cannot be established with certainty.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue... The Equity Shares have not been recommended or approved by the Securities Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled "**Scheme Details and Procedure**" beginning of page 2 and section titled "**Internal Risk Factors"** beginning on page 13 of this Disclosure Document.

Price Information of Book Running Lead Manager – Not Applicable

REGISTERED MERCHANT BANKER

The details of the Registered Merchant Banker appointed under the SEBI Circulars is as follows:

Name of Registered Merchant Banker and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** (*Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in; **Website:** www.fedsec.in; **Contact Person:** Mr. Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Rehman Wali & Co. (Chartered Accountants)** **Address:** Bagh Bahadur Ganj, Neem Ki Piyau, Moradabad - 244 001 **Tel No.:** +91-591-2319236 **Firm Reg. No.** 010641C **Email Id**: wali_mbd@yahoo.com **Contact Person:** Wali Ur Rehman
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTER OF THE AMALGAMATING COMPANY 4

The details of Promoters of Amalgamating Company 4 are set forth below:

S. No.	Name	Number of Shares held	% of shareholding	Profile/Business
1.	Mr. Kailash Chandra Agarwal	9,20,550	2.94	(*refer pt. 3 of Board of Directors*)
2.	Mr. Ishwar Chand Agarwal	6,79,850	2.17	(*refer pt. 1 of Board of Directors*)
3.	Mrs. Shanti Devi Agarwal	1,000	0.00	Smt. Shanti Devi Agarwal aged 69 years belongs to a business family (Kailash Group), engaged in varied businesses such as Electronics, Electricals, Paper, Power, Solar Solutions, IT Solutions, Apparels, Agro processing, Coke, Coal, Sugar, and more. She has a rich understanding of business culture. She is best known for promoting socio-cultural values throughout the Group. She has supported a movement to protect cows
4.	Mr. Rajendra Kumar Agarwal	100	0.00	Aged 46 years, Mr. Rajendra Kumar Agarwal is a versatile professional with

				multi-disciplinary experience of over two decades. He has good understanding of power distribution industry and in depth knowledge of smart grid management, transmission & distribution infrastructures, energy management control & automation, smart metering solutions and solar solutions.
5.	Mrs. Monisha Agarwal	900	0.00	Mrs. Monisha Agarwal aged 40 years belongs to a business family (Kailash Group), engaged in varied businesses such as Electronics, Electricals, Paper, Power, Solar Solutions, IT Solutions, Apparels, Agro processing, Coke, Coal, Sugar, and more. She has a deep understanding of business culture and processes.
6.	Mr. Jitendra Kumar Agarwal	1,000	0.00	He holds a master's degree in business administration (MBA) specialised in marketing. He is excellent in understanding customer behaviour, identifying new opportunities and converting them into main revenue streams. he is a charter member of TIE, Rajasthan (a global, not-for-profit network of entrepreneurs and professionals dedicated to the advancement of entrepreneurship) and a member of Young Entrepreneurs Organization (YEO), Jaipur.
7.	Mr. Amit Kumar Agarwal	1,000	0.00	Mr. Amit Kumar Agarwal has a wide range of experience of more than three decades in various disciplines like production, marketing business strategy etc.
8.	Mr. Anand Todi	2,50,000	0.80	Mr. Anand Todi has an rich experience of more than three decades in trading, marketing and business strategy formulation.
9.	Mr. Himanshu Agarwal	4,05,000	1.29	He has started his career by joining Genus Paper in the year 2004 and has been involved in family business for over 12 years. Over the years, he has gained experience in the Paper Industry Sector, and has developed

				understanding of risk management, efficient processes and operational excellence
10.	Ms. Seema Todi	3,15,150	1.00	(*refer pt. 2 of Board of Directors*)
11.	Ms. Rubal Todi	2,90,450	0.93	Has an experience in business development, planning, strategy formulation and implementation and execution and business resources planning.
12.	Genus Power Infrastructures Limited	61,77,586	19.74	Incorporated on August 6, 1992 and having its registered office at G-123, Sector-63, Noida, Gautam Buddha Nagar, UP 201307 and corporate office at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur 302022, Rajasthan, Genus Power Infrastructures Limited is engaged in the business of (a) manufacturing and providing smart metering and metering solutions and undertaking 'Engineering, Construction and Contracts' on turnkey basis (core business division) through itself and (b) making strategic investment activity, The equity shares of the Company are listed on BSE and NSE.
13.	Hi-Print Electromack Pvt. Ltd	1,14,71,897	36.66	Incorporated on November 19, 1997 and having its registered office at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh, India, the Company is engaged in the business of manufacturing of electronic and electrical goods/items.
14.	Kailash Coal & Coke Company Limited	40,000	0.13	Incorporated on September 22, 1984 and having its Registered Office at 56, Harthala Industrial Area, Kanth Road, Moradabad, Uttar Pradesh-244001, KCCL is a modern coal trading company supplying coal products combustion characteristics. . KCCL's strategically located network of offices ensures services to rendering with quality and timely delivery targeting to serve prominent textiles, paper & steel manufacturing firms, pharma industries, Chemical, sugar, and metallic processing companies with demand-satisfying-delivery model

15.	Genus Paper & Boards Limited	60,80,000	19.43	M/s Genus Paper & Boards Limited belongs to the Kailash Group of Companies. The Registered Office cum Works of the Company is situated at Village Aghwanpur, Kanth Road, Moradabad-244504, Uttar Pradesh. The Company's main products are Kraft Paper and M. S. Ingot
16.	Sansar Infrastructure Private Limited	27,96,552	8.94	The Company was incorporated on April 23, 2008 with its registered office at Village Aghwanpur, Kanth Road, Moradabad -244001 with CIN: U70109UP2008PTC093173. The main objects of the company are to carry on the business to acquire by purchase, lease, exchange, hire, develop or operate land and carry on real estate and construction business
17.	Sunima Trading Private Limited	18,62,069	5.95	Its business is to carry on the business as buyers, sellers, traders, merchants, hire-purchasers, multi-level marketing of & all kinds of wood, timber, etc.

BUSINESS OVERVIEW AND STRATEGY

Amalgamating Company 4 was incorporated on April 19, 2007 under the provisions of the Companies Act, 1956 with the Registrar of Companies, National Territory of Delhi and Haryana. The Corporate Identification Number of the Company is U51395UP2007PLC110438. The registered office is at G-123, Sector 63, Noida, Gautam Buddha Nagar Uttar Pradesh – 201 307. It is engaged in the business of manufacturing and trading of Coke and Coal.

Upon the Effective Date and with effect from the Appointed Date 2 as provided in the Part IV of the Scheme, the Amalgamating Company 4 shall stand amalgamated and all their respective assets, liabilities, rights and obligations, as applicable, be transferred and vested in the Amalgamated Company on a going concern basis without any requirement of a further act or deed so as to become as and from the Appointed Date 2 as provided in the Part IV, the Assets, Liabilities, interests and obligations, as applicable, of the Amalgamated Company.

BOARD OF DIRECTORS

Sr. No.	Name, DIN and Address	Designation	Experience
1.	Mr. Ishwar Chand Agarwal **DIN:** 00011152 **Address:** 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme Jaipur-302001, Rajasthan	Director	He is a graduate in commerce. He ventured into business at early age and now has an enriched experience of more than four decades in diverse fields & businesses with special attention on strategic planning, business diversification and development. He is the founder promoter of progressive and reputed Kailash Group. He is the driving force behind the success achieved by the Group. He brings with him

			rich and specialized experience in varied businesses such as Power, Electronics, Coke, Coal, Sugar, Finance, Leasing, Cement, Paper, Agro processing etc. **Other current directorships:** • Virtuous Mining Limited • Genus Paper & Boards Limited • Greentech Mega Food Park Limited • Genus Power Infrastructures Limited • Genus International Commodities Limited • Kailash Industries Limited
2.	Ms. Seema Todi **DIN:** 00014303 **Address:** B-5, Ganpati Enclave, Ajmer Road, Jaipur-302001, Rajasthan.	Director	Rich experience in marketing strategies formulation and guidance, customer relation and business growth. She is a social worker and her social work covers the healthcare, education, empowerment of women, public hygiene, art and culture, and poverty alleviation at the grassroots level **Other current directorships:** • New Geo Metering Solutions Private Limited
3.	Mr. Kailash Chandra Agarwal **DIN:** 00895365 **Address:** B-422, New Friends Colony, New Delhi-110020	Managing Director	He has rich experience of around two decades in the business of power infrastructure, electronics, paper products, iron ingots, coal, coke, sugar, cement and apparels. He has vast experience and proficiency in strategic and organizational planning, global tax structure, risk management, creating long-term sustainable shareholder value through proactive investor relation, budgeting, corporate finance and accounting. **Other current directorships:** • Genus Paper And Coke Limited • Genus Paper & Boards Limited • Yajur Comtrade Private Limited • Genus Mobility Solutions Limited • Genus Power Infrastructures Limited • Genus Apparels Limited • Kailash Coal And Coke Company Limited • Kailash Chemicals Private Limited
4.	Mr. Harshvardhan Agarwal **DIN:** 01769423 **Address:** 702, Aspen Omaxe, Forest Spa, Sector-43, Faridabad-121001, Haryana	Director	Mr Harshvardhan Agarwal - Director, completed MBA from University of Wales Institute, Cardiff (UK) in July, 2010, looking after family business since the age of 19. Since the year 2012 he is involved in Coal Business of Yajur Commodities Ltd. Presently he looks after entire coal operations & have good experience with execution of tenders.

			Other current directorships: • Kalinga Paints and Chemicals Industries Private Limited • Energy Mavens Global Private Limited • Yajur Comtrade Private Limited • RRE Studios Private Limited
5.	Mr. Udit Agarwal **DIN:** 06771907 **Address:** H. No. B-22, Madhur Green Vihar, Ram Ganga Vihar, Phase-2, Moradabad, Uttar Pradesh – 244001	Director	He is engaged in the business of Sanitary wares, Bathroom Accessories, Copper Sinks & Bath Tubs, Garden Accessories etc. for more than a decade. He is also involved in running management education institute. He has a rich experience of business management, business development, strategy formulation and implementation. **Other current directorships:** • Professional Fashion and Management Private Limited
6.	Mr. Rajendra Aggarwal **DIN:** 07036881 **Address:** 6, Civitech Florencia, Ramprastha Greens, sector-7 Vaishali, i.e. Sahibabad, Ghaziabad, Uttar Pradesh – 201010	Director	He is a Chartered Accountant by qualification and is having vast experience in accounts, finance taxation, internal financial control etc. **Other current directorships:** • Agarwal Packers And Movers Limited • Genus Paper & Boards Limited • Edravya Advisors Private Limited • Edravya Financial Capital Private Limited
7.	Mr. Ashutosh Todi **DIN:** 07053391 **Address:** 216, Ravi Nagar, Mughalsarai, Chandauli, Uttar Pradesh – 232101	Director	He was on the Board of Genus Electrotech Ltd. for about 4 years and handled PCB Business. Form 2018 he has been heading Coke Business of Yajur Commodities Ltd. **Other current directorships:** • Lambodar Logistics Private Limited • Genus Paper And Coke Limited

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

Amalgamating Company 4 does not propose to raise any capital and its equity shares are unlisted.

Amalgamating Company 4 will merge into Amalgamated Company and shall dissolve without winding up pursuant to the Scheme. The amalgamation of the Amalgamating Company 4 into the Amalgamated Company would result inter alia in the following benefits:

(i) Streamlining of the corporate structure and consolidation of the assets and liabilities of the Amalgamating Company 4 into the Amalgamated Company;

(ii) More efficient utilization of capital for enhanced development and growth of the consolidated business in one entity;

(iii) Enabling pooling of resource of the company involved in the amalgamation to their common advantage, resulting in more productive utilization of such resources, operational efficiencies which would be beneficial for all stakeholders;

(iv) Reduction in administrative and procedural work and eliminate duplication of work and regulatory compliances and will enable the company concerned to effect internal economies and optimize productivity;

The amalgamation will result in the establishment of a larger company with more capable resources, a sufficient capital base and a greater capacity to raise funds for expansion, modernization and development of the businesses of the company concerned.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Name of monitoring agency, if any: Since there is no issue of equity shares to the public at large pursuant to the Scheme, the appointment of a monitoring agency is not required.

SHAREHOLDING PATTERN PRE SCHEME	
Authorised Share Capital	
Particulars	**Amount in Rs.**
3,20,00,000 equity shares of Rs. 10/- each	32,00,00,000
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00,000
10,00,000, 0% Redeemable Preference shares of Rs. 100/- each	10,00,00,000
25,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	25,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,31,00,00,000**
Issued, Subscribed and Paid up Capital	
Particulars	**Amount in Rs.**
3,12,93,104 equity shares of Rs. 10/- each	31,29,31,040
5,00,000, 10% Cumulative Redeemable Preference Shares of Rs. 100/- each	5,00,00.000
9,18,000, 0% Redeemable Preference Shares of Rs. 100/- each	9,18,00,000
22,00,000, 6% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	22,00,00,000
59,00,000, 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each	59,00,00,000
Total	**1,26,47,31,040**
POST SCHEME*	
Authorised Share Capital	Not Applicable
Issued, Subscribed and Paid up Capital	Not Applicable

* Amalgamating Company 4 will merge into Amalgamated Company and shall dissolve without winding up pursuant the Scheme

Based on the above, the pre and post Scheme shareholding pattern of Amalgamating Company 4**would be as under:**

Sr. No.	Particulars	Pre Scheme (number of equity shares)	Pre Scheme (%age holding)	Post Scheme (number of equity shares) *	Post Scheme (%age holding)

1	Promoter and Promoter Group	3,12,93,104	100.00	-	-
2	Public	-	-	-	-
3	Custodians / Non Public Non promoter shareholders	-	-	-	-
	Total	**3,12,93,104**	**100.00**	**-**	**-**

* Amalgamating Company 4 will merge into Amalgamated Company and shall dissolve without winding up pursuant the Scheme.

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone **(In Rs.)**

Particulars	Latest Stub Period ended September 30, 2021 (Audited)	Year ended March 31, 2021 (Audited)	Year ended March 31, 2020 (Audited)	Year ended March 31, 2019 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2017 (Audited)
Total income from operations (net)	89,38,95,829	156,03,24,177	2,50,32,93,181	2,80,42,58,404	1,57,97,80,312	3,37,31,65,492
Net Profit / (Loss) before tax and extraordinary items	2,00,90,724	(9,31,81,374)	(1,13,75,50,49)	4,04,47,441	1,21,42,350	1,08,12,359
Net Profit / (Loss) after tax and extraordinary items	2,00,90,724	(8,16,51,219)	(8,94,88,715)	(7,28,63,714)	(1,08,50,337)	61,30,763
Equity Share Capital	31,29,31,040	31,29,31,040	31,29,31,040	31,29,31,040	29,19,31,040	23,79,31,040
Reserves and Surplus	14,17,64,968	12,16,74,244	20,33,25,463	29,28,14,178	32,57,77,893	23,40,28,229
Net worth	1,40,64,96,008	1,38,64,05,284	1,46,80,56,503	1,47,75,45,218	97,95,08,933	83,37,59,269
Basic Earnings Per Share (Rs.)	0.64	(4.67)	(4.92)	(4.20)	(1.21)	(0.51)
Diluted Earnings Per Shares (Rs.)	0.64	(4.67)	(4.92)	(4.20)	(1.21)	(0.51)
Return on net worth (%)	1.43%	-5.89%	-6.10%	-4.93%	-1.11%	0.74%
Net Asset Value Per Equity Share (Rs.)	44.95	44.30	46.91	47.22	33.55	35.04

Notes:

1. *Prepared in accordance with the applicable accounting standard*
2. *Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
3. *Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

Consolidated **(In Rs.)**

Particulars	**Latest Stub Period ended September 30, 2021 (Audited)**	**Year ended March 31, 2021 (Audited)**	**Year ended March 31, 2020 (Audited)**	**Year ended March 31, 2019 (Audited)**	**Year ended March 31, 2018 (Audited)**	**Year ended March 31, 2017 (Audited)**
Total income from operations (net)	89,43,89,276	157,91,35,733	267,61,97,045	3,15,06,32,824	1,97,53,19,070	3,87,35,29,028
Net Profit / (Loss) before tax and extraordinary items	(2,75,58,927)	(14,17,24,616)	(12,86,42,296)	(2,05,32,540)	(1,99,80,975)	(2,42,33,135)
Net Profit / (Loss) after tax and extraordinary items	(2,75,20,206)	(13,02,35,312)	(10,44,66,087)	(13,45,47,693)	(2,62,58,252)	(2,87,86,372)
Equity Share Capital	31,29,31,04	31,29,31,040	31,29,31,040	31,29,31,040	29,19,31,040	23,79,31,040
Reserves and Surplus	(34,18,89,330)	(31,12,56,072)	(18,67,18,176)	(6,38,53,598)	4,39,26,077	(2,96,31,454)
Net worth	922841710	95,34,74,968	1,07,80,12,864	1,12,08,77,442	69,76,57,117	57,00,99,586
Basic Earnings Per Share (Rs.)	(0.88)	(6.22)	(1.28)	(2.41)	(0.30)	(0.45)
Diluted Earnings Per Shares (Rs.)	(0.88)	(6.22)	(1.28)	(2.41)	(0.30)	(0.45)
Return on net worth (%)	-2.98%	-13.66%	-9.69 %	-12.00%	-3.76%	-5.05%
Net Asset Value Per Equity Share (Rs.)	29.49	30.47	34.45	35.82	23.90	23.96

Notes:

4. *Prepared in accordance with the applicable accounting standard*
5. *Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
6. *Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

INTERNAL RISK FACTORS

1. The Scheme is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approvals will result in non-implementation of the Scheme and may adversely affect the shareholders.
2. The Company will dissolve without winding up pursuant to Scheme of Arrangement which may or may not adversely affect the shareholders.
3. The Company is presently an unlisted company and its securities are presently not available for trading on any stock exchange.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against Amalgamating Company 4 and amount involved is as under: **NIL**

B. Brief details of the top 5 material outstanding litigations against Amalgamating Company 4 and amount involved: **NIL**

C. Regulatory action, if any. Disciplinary action taken by SEBI or stock exchange against the Promoters in the last 5 years including outstanding action, if any:

i. SEBI *vide* its order dated September 15, 2020 has imposed a total penalty of INR 14 lakh (Rupees fourteen lakhs only) on Hi Print Electromack Private Limited and Genus Paper and Boards Limited (Promoters of Amalgamating Company 4) along with one of their group entities for disclosure lapses and failure to make an open offer in connection with the acquisition of controlling stake via share purchase agreement in Amalgamated Company in violation of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 ("**SAST Regulations, 1997**") and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST Regulations, 2011**").

The penalty was levied by SEBI on promoters and one of their group entities in the following manner:

Sl. No.	Name of the entity	Non- compliance & Penal Provisions	Penalty
1.	Vivekshil Dealers Private Limited (Now known as Hi Print Electromack Private Limited) – Promoter of Amalgamating Company 4	Regulation 8(2) of SAST Regulations, 1997 Penal Provisions - Section 15A(b)of the SEBI Act, 1992.	Rs.1,00,000/-(Rupees One Lakh Only)
2.	Kailash Industries Limited	Regulation 8(2) of SAST Regulations, 1997 Penal Provisions - Section 15A(b)of the SEBI Act, 1992.	Rs.1,00,000/-(Rupees One Lakh Only)

3.	a. Vivekshil Dealers Private Limited (Now known as Hi Print Electromack Private Limited) – Promoter of Amalgamating Company 4 b. Kailash Industries Limited	Regulation 30(1) and 30(2) of SAST Regulations, 2011 Penal Provisions - Section 15A(b)of the SEBI Act, 1992.	Rs.2,00,000/-(Rupees Two Lakh Only) (payable jointly and severally)
4.	a. Vivekshil Dealers Private Limited (Now known as Hi Print Electromack Private Limited) – Promoter of Amalgamating Company 4 b. Kailash Industries Limited c. Genus Paper & Boards Ltd. – Promoter of Amalgamating Company 4	Regulation 3(2) of SAST Regulations, 2011 Penal Provisions - Section 15H(ii)of the SEBI Act, 1992.	Rs.10,00,000/-(Rupees Ten Lakh Only) (payable jointly and severally)
TOTAL			**Rs.14,00,000/- (Rupees Fourteen Lakh Only)**

The above order is available on SEBI Website and can be viewed & downloaded through the following link: https://www.sebi.gov.in/enforcement/orders/sep-2020/adjudication-order-in-the-matter-of-genus-prime-infra-limited_47556.html

ii. SEBI vide its Settlement Order dated January 21, 2019 settled certain violation/non-compliance made by Mr. Rajendra Kumar Agarwal in the matter of Genus Prime Infra Limited (Amalgamated Company). With respect to the said settlement order, the settlement was done for INR 2,00,000 (Indian Rupees Two Lakhs only) under summary settlement. Mr. Rajendra Kumar Agarwal being part of the promoter of the Amalgamated Company bought 47,000 shares on May 29, 2014 which exceeded the lowest limit of 25,000 shares prescribed under Regulation 13(4A) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 ("**PIT 1992**") from last disclosure which was made on May 30, 2014 for the purchase of 25000 shares on May 28, 2014, he was required to disclose such change in shareholding to the company and to the stock exchange within two working days of such purchase. It was observed that he made the relevant disclosure to the company on May 30,2014. However, the disclosure to the stock exchange (BSE) in this regard was made only on March 19,2015 thus causing a delay of 291 days. Thus, it was alleged in the SCN that the applicant violated the provisions of Regulation 13(4A) of PIT 1992. The said settlement order disposed off the proceedings initiated against the Amalgamated Company vide Show Cause Notice dated May 31, 2017.

The said settlement order is available on the below link: https://www.sebi.gov.in/enforcement/orders/jan-2019/settlement-order-in-respect-of-rajendra-kumar-agarwal-in-the-matter-of-genus-prime-infra-limited_41752.html

iii. SEBI, vide ad interim ex parte orders dated June 29, 2015 ("**the Order**") read with corrigendum order dated January 04, 2016 (hereinafter collectively referred to as "**interim orders**"), inter alia restrained 238 and 16 entities respectively from accessing the securities market and buying, selling or dealing in securities, either directly or indirectly, in any manner, till further directions. The said interim directions were issued, pending investigation, in the matter of dealing in the shares of Eco Friendly Food Processing Park Limited, Esteem Bio Organic Food Processing Limited, Channel Nine Entertainment Limited and HPC Biosciences Limited. Amongst one of those said 238 and 16 entities, name of Mr. Kailash Chandra Agarwal was also mentioned. Later, SEBI finds that the *prima facie* findings are not observed in the Investigation reports in respect to 216 entities (among which name of Mr. Kailash Chandra Agarwal was also mentioned), and the directions issued earlier vide interim orders need not be continued and hence need to be revoked. Thus, SEBI vide its order dated September 06, 2017 revoked the directions issued vide interim orders qua 216 entities (including Mr. Kailash Chandra Agarwal).

The aforementioned revocation order is available on the below link: https://www.sebi.gov.in/enforcement/orders/sep-2017/revocation-order-in-respect-of-eco-friendly-food-processing-park-limited-and-others_35868.html

D. Brief details of outstanding criminal proceedings against the Promoters: **There are no pending litigations against the Promoters.**

DECLARATION BY THE AMALGAMATING COMPANY 4

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines / regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For **Yajur Commodities Limited**

Umakant

Yajur Commodities Limited Delhi

Umakant Upadhyay
Company Secretary

Date: January 03, 2022
Place: Delhi

Annexure XIX

Independent Auditor's Report

To the Members of
Genus Prime Infra Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Genus Prime Infra Limited ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss, and Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and its Profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to describes the uncertainties and impact of COVID-19 pandemic on the Company's results as assessed by the management that the company has Long-term Investment and there will be no material impact on value of investment in long run. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

KUNAL NAYAR

Digitally signed by KUNAL NAYAR
DN: cn=KUNAL NAYAR, c=IN, st=UTTAR PRADESH, o=Personal, serialNumber=da3b97ff5520743071 58249a8ef400c81ef253749017d65 75973ce4d64103d09
Date: 2021.09.03 14:28:58 +05'30'

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

Key audit matters	**How our audit addressed the key audit matter**
Assessment of the carrying value of unquoted equity instruments	
The impairment review of unquoted equity instruments in subsidiaries, with a carrying value of Rs 40.07 crores, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments is at risk of recoverability. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows. Refer to Note Number 1(h) of the Standalone Financial Statements.	Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in subsidiaries Our procedures included the following: • Relied on external fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used; • Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates; • Assessed the appropriateness of the forecast cash flows within the budgeted period based on their understanding of the business and sector experience; and • Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved.

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate Internal Financial Controls with reference to Financial Statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the said Order.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure 2' to this report.

   g) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, and

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations on its financial position in its Financial Statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

[Deepak Khanna]
Partner
M. No. 092140
UDIN: 21092140AAAADK5100
Date: June 28th, 2021
Place: Jaipur

ANNEXURE '1' TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Genus Prime Infra Limited of even date

(i) The Company does not have any fixed assets during the year; therefore matters specified in the said order are presently not applicable to the company.

(ii) The Company does not have any inventories during the year; therefore matters specified in the said order are presently not applicable to the company.

(iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause (iii) (a) and (iii)(b) of paragraph of the Order are not applicable to the company for the year under report.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.

(v) According to the information and explanations given to us, in our opinion, the Company has not accepted any deposits from the public.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products of the Company.

(vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute are nil.

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, debenture holders, bank or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of term loans. The Company has not raised any money way of initial public offer/further public offer/debt instruments and hence, not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

[Deepak Khanna]
Partner
M. No. 092140
UDIN: 21092140AAAADK5100

Date: June 28th, 2021
Place: Jaipur

Annexure 2 to the Independent Auditor's Report

Referred to in Paragraph 2 under "Report on Other Legal and Regulatory Requirements" section of our report on even date to the members of Genus Prime Infra Limited on the Financial Statements for the year ended 31st March, 2021.

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

We have audited the internal financial controls with reference to Financial Statements of Genus Prime Infra Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial control with reference to Financial Statements included obtaining an understanding of internal financial control with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Financial Statements.

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

A Company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

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

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements in place and such internal financial controls with respect to Financial Statements were operating effectively as at 31 March 2021, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

[Deepak Khanna]
Partner
M. No. 092140
UDIN: 21092140AAAADK5100
Date: June 28th, 2021
Place: Jaipur

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Balance Sheet as at March31 , 2021

(Amount in Rs.)

Particulars	Note	March 31, 2021	March 31, 2020
ASSETS			
Non-Current Assets			
Financial Assets			
Investments	2	41,56,23,669	65,87,02,801
Loans	3	-	-
Tax Assets	4	-	-
Non-financial assets	6	-	-
		41,56,23,669	**65,87,02,801**
Current Assets			
Financial Assets			
Cash and cash equivalents	5	4,77,216	3,79,734
Others		-	-
Non-financial assets	6	6,17,673	6,31,443
		10,94,889	10,11,177
TOTAL		**41,67,18,558**	**65,97,13,978**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	3,98,52,880	3,98,52,880
Other Equity	9	26,66,58,231	44,69,40,773
Total equity		**30,65,11,111**	**48,67,93,653**
Non-Current Liabilities			
Financial Liabilities			
Borrowings	10	-	-
Other liabilities	11		
Deferred Tax Liability	7	10,20,53,631	16,52,54,206
		10,20,53,631	**16,52,54,206**
Current Liabilities			
Financial Liabilities			
Borrowings	10	80,00,000	75,34,676
Other liabilities	11	1,45,933	1,25,443
Current Tax liabilities	4	-	-
Non-financial liabilities	12	7,883	6,000
		81,53,816	76,66,119
		41,67,18,558	**65,97,13,978**
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

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

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : June 28, 2021

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

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Hukam Singh
CFO

Kunal Nayar
Company Secretary

Place : Moradabad
Date : June 28, 2021

KUNAL NAYAR

Digitally signed by KUNAL NAYAR
DN: cn=KUNAL NAYAR, c=IN, st=UTTAR PRADESH, o=Personal, serialNumber=da3b97ff55207430715 8249a8ef400c81ef253749017d65759 73ce4d64103d09
Date: 2021.09.03 14:30:29 +05'30'

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Statement Of Profit And Loss For The year Ended On March 31, 2021

(Amount in Rs.)

Particulars	Note	March 31, 2021	March 31, 2020
INCOME			
Revenue from Operations	13	19,53,810	19,51,810
Other income	14	5,848	-
Total Income		**19,59,658**	**19,51,810**
EXPENDITURE			
Employees Benefit Expenses	15	7,67,986	8,53,359
Other Expenses	16	15,88,867	27,39,798
Finance Cost	17	6,790	463
Total Expenses		**23,63,643**	**35,93,620**
Profit before tax		(4,03,985)	(16,41,810)
Tax Expenses			
Curent tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit for the year		**(4,03,985)**	**(16,41,810)**
Other Comprehensive Income (OCI)	18		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		(24,30,79,132)	(3,51,92,126)
Income tax effect relating to items that will not be reclassified to profit or loss		6,32,00,574	91,49,953
Net impact on FVTOCI equity Securities		**(17,98,78,557)**	**(2,60,42,173)**
Total Other Comprehensive Income for the year, net of tax		**(18,02,82,542)**	**(2,76,83,983)**
Earnings per equity share	19		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.03)	(0.11)
Nominal value per equity share (In Indian Rupees per share)		2.00	2.00
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

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

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : June 28, 2021

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

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Hukam Singh
CFO

Kunal Nayar
Company Secretary

Place : Moradabad
Date : June 28, 2021

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED 31.03.2021

	CURRENT YEAR 31.03.2021		PREVIOUS YEAR 31.03.2020	
A. Cash Flow From Operating Activities:				
Net Profit(Loss) Before Tax And Extra Ordinary Items		(4,03,985)		(16,41,810)
Adjustments For:				
Depreciation	-		-	
Non Cash Expenses Written Off (Net)	-		-	
(Profit)/Loss On Sale Of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(4,03,985)		(16,41,810)
Adjustments For:				
Trade And Other Receivables	13,770		(1,23,182)	
Trade And Other Payables	4,87,697		(8,14,418)	
		5,01,467		(9,37,600)
Cash Generated Form Operations After Adjustments For Working Capital Changes		97,482		(25,79,410)
Direct Taxes	-	-	-	-
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items		97,482		(25,79,410)
Extra Ordinary Items (Net)				
Net Cash From Operating Activities		97,482		(25,79,410)
B. Cash Flow From Investing Activities				
Sale Of Fixed Assets	-		-	
Purchase/Sale Of Investments	-	-	-	-
Net Cash Used In Investing Activities		-		-
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	-		25,58,820	
Receipts /(Repayment) Of Long Term Advances (Net)	-		-	
Dividends Paid	-		-	
Net Cash Surplus/Used In Financing Activities		-		25,58,820
Net Increase/(Decrease) In Cash And Cash Equivalents		97,482		(20,590)
Cash And Cash Equivalents As At 01-04-2020		3,79,734		4,00,324
Cash And Cash Equivalents As At 31-03-2021		**4,77,216**		**3,79,734**

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

D. KHANNA & ASSOCIATES Chartered Accountants JAIPUR

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : June 28, 2021

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

Amit Agarwal
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DIN: 00016133

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DIN: 03072646

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CFO

Kunal Nayar
Company Secretary

Place : Moradabad
Date : June 28, 2021

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Statement of Changes in Equity for the year ended March 31, 2021

a. Equity Share Capital

Particulars	March 31, 2021		March 31, 2020	
Equity Shares of Rs. 10 each issued, subscribed and fully paid up	No.	Amount	No.	Amount
At the beginning of the year	1,49,26,440	2,98,52,880	1,40,73,500	2,81,47,000
Issued during the year	-	-	8,52,940	17,05,880
At the end of the year	1,49,26,440	2,98,52,880	1,49,26,440	2,98,52,880

b. Other Equity

Particulars	Reserves and surplus			Items of OCI	Total Equity
	General reserve	Securities Premium	Retained Earnings	FVTOCI Reserve	
As at April 01, 2019	41,69,708	-	(2,36,79,434)	49,32,81,541	47,37,71,815
Profit for the year/Addition	-	8,52,940	(16,41,810)	-	(7,88,870)
Other Comprehensive Income/(loss) for the year	-			(2,60,42,173)	(2,60,42,173)
At March 31, 2020	41,69,708	8,52,940	(2,53,21,244)	46,72,39,368	44,69,40,773
Profit for the year/Addition		-	(4,03,985)	-	(4,03,985)
Other Comprehensive Income/(loss) for the year	-			(17,98,78,557)	(17,98,78,557)
At March 31, 2021	41,69,708	8,52,940	(2,57,25,228)	28,73,60,811	26,66,58,231

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

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Deepak Khanna
Partner
Membership No. 092140

Place : Jaipur
Date : June 28, 2021

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

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN:03072646

Hukam Singh
CFO

Kunal Nayar
Company Secretary

Place : Moradabad
Date : June 28, 2021

1. Significant Accounting Policies

1.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

b. Currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

d. Revenue Recognition

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

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

Ind AS 115 requires entities to exercise Judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.
The cumulative effect of initially applying Ind AS 115, if any, is recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Therefore, the comparative information is not restated and continues to be reported under Ind AS 11 and Ind AS 18.

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

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods
Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services
Revenue from service contracts is recognised as and when services are rendered.

Commission Income
Revenue of commission is recognised as and when services are rendered.

Interest income
For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Dividends

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

Other Income

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

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised.

g. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Impairment of Assets

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

i. Impairment of Non- Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

j. Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

k. Other Litigation claims

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

l. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

D. KHANNA & ASSOCIATES Chartered Accountants

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI
A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Debt instrument at FVTPL
FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:
All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
    (i) the Company has transferred substantially all the risks and rewards of the asset, or

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

(ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

o. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.
A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

p. CSR expenditure

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

As per our report of even date
For D Khanna & Associates
Chartered Accountants
FRN: 012917N

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Deepak Khanna
Partner
Membership No. 092140

Place: Jaipur
Date: June 28, 2021

For and on behalf of the board

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Hukam Singh
CFO

Kunal Nayar
Company Secretary

Place: Moradabad
Date: June 28, 2021

Notes to the financial statements for the year ended March 31, 2021

(Amount in Rs.)

2 Investments

	March 31, 2021	March 31, 2020
Non-Current		
Investment in Equity Instruments (Unquoted)	40,42,23,669	64,73,02,801
Investment in Preference shares (Unquoted)	1,14,00,000	1,14,00,000
	41,56,23,669	65,87,02,801
Investment in Equity Instruments (Unquoted) (at Fair value through Other		
330600 (March 31, 2020: 330600) of Rs 10/- each Shares of Sansar Infrastructure Pvt Ltd	14,55,13,590	20,71,60,572
376800 (March 31, 2020: 376800) of Rs 10/- each Shares of Star Vanijya Pvt Ltd	8,99,53,464	22,01,34,096
340000 (March 31, 2020: 340000) of Rs 10/- each Shares of Sunima Trading Pvt Ltd	16,52,40,000	21,62,87,600
384750 (March 31, 2020: 384750,) of Rs 10/- each Greenwings Innovative Finance Pvt Ltd	35,16,615	37,20,533
	40,42,23,669	64,73,02,801
Investment in Preference shares (Unquoted) (at amortised cost)		
1140000 (March 31, 2020: 1140000) 5% Non Cumulative Redeemable Prefrence Shares of Rs 10/- each of Genus Apparels Ltd.	1,14,00,000	1,14,00,000
	1,14,00,000	1,14,00,000
	41,56,23,669	65,87,02,801

3 Loans

(Unsecured, considered good)

	March 31, 2021	March 31, 2020
A) Non-current		
Loan and advances to related parties	-	-
Other loans and advances		
Loans to others	-	-
Miscellaneous Exp	-	-
	-	-
Total	-	-

	March 31, 2021	March 31, 2020
B) Current		
Loan		
Total	-	-

4 Non-current tax assets and current tax liabilities

	March 31, 2021	March 31, 2020
Non-current tax assets		
Advance Income tax (Net of provision for tax)		
	-	-
Current tax liabilities		
Provision for tax (net of advance tax payments)		
	-	-

Notes to the financial statements for the year ended March 31, 2021

5 Cash and Bank Balances

A) Cash and cash equivalents

	March 31, 2021	March 31, 2020
Current		
Balance with banks:		
On current accounts	3,83,120	2,82,028
On Deposits with original maturity of less than three months	-	-
Cash on hand	94,096	97,706
	4,77,216	3,79,734

Breakup of financial assets carried at amortised cost / fair value

	March 31, 2021	March 31, 2020
Investments	41,56,23,669	65,87,02,801
Loans	-	-
Cash and Bank balances	4,77,216	3,79,734
	41,61,00,885	65,90,82,534

6 Non-financial assets

(Unsecured, considered good)

A) Non-current

	March 31, 2021	March 31, 2020
Advances recoverable in cash or kind		
	-	-

B) Current

	March 31, 2021	March 31, 2020
Advances recoverable in cash or kind	25,590	25,590
Balance with statutory/government authorities	5,92,083	6,05,853
	6,17,673	6,31,443

7 Deferred Tax Liability

	March 31, 2021	March 31, 2020
Deferred tax liability arising on account of timing differences relating to:		
Impact on account of investment carried at FVTPL	-	-
Impact on account of investment carried at FVTOCI	16,52,54,206	16,52,54,206
A	16,52,54,206	16,52,54,206
Deferred tax asset arising on account of timing differences relating to:		
Provision for bad and doubtful debts and expected Credit Loss	-	-
Impact on account of investment carried at amortised cost	6,32,00,574	
MAT credit entitlement	-	-
B	6,32,00,574	-
(A-B)	10,20,53,631	16,52,54,206

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Notes to the financial statements for the year ended March 31, 2021

8 Equity share capital

	March 31, 2021	March 31, 2020
Authorised		
3,00,00,000 (March 31, 2020: 3,00,00,000) Equity Share of Rs. 2/- each	6,00,00,000	6,00,00,000
3,00,000 0%Redeemable Preference shares of Rs. 100/- each	3,00,00,000	3,00,00,000
Issued, subscribed and fully paid-up shares		
1,49,26,440 (March 31, 2020: 1,40,73,500) Equity Shares of Rs. 2/-each	2,98,52,880	2,98,52,880
1,00,000 0%Redeemable Preference shares of Rs. 100/- each	1,00,00,000	1,00,00,000
	3,98,52,880	3,98,52,880

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

Equity shares	March 31, 2021		March 31, 2020	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,49,26,440	2,98,52,880	1,40,73,500	2,81,47,000
Issued during the year	-	-	8,52,940	17,05,880
Outstanding at the end of the year	1,49,26,440	2,98,52,880	1,49,26,440	2,98,52,880

0%Redeemable Preference shares	March 31, 2021		March 31, 2020	
	Numbers	Value	Numbers	Value
At the beginning of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,00,000	1,00,00,000	1,00,000	1,00,00,000

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays divided in Indian Rupees. The dividend proposed by the board of directors is subject to approval of Shareholders in Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Terms / rights attached to equity shares

The face value of each preference share is Rs. 100. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 2013. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to total of paid up capital.

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

		March 31, 2021		March 31, 2020	
		Numbers	% holding	Numbers	% holding
1	Rajendra Agarwal	43,67,782	29.26%	43,67,782	29.26%
2	Jitendra Agarwal	34,34,221	23.01%	34,34,221	23.01%
3	Amit Kumar Agarwal	33,87,520	22.69%	33,87,520	22.69%

Details of shareholders holding more than 5% in 0% Redeemable Preference shares in the Company

		March 31, 2021		March 31, 2020	
		Numbers	% holding	Numbers	% holding
1	Namo Resorts Private Limited	10,000	10.00%	10,000	10.00%
2	Webnet Systems India Private Limited	10,000	10.00%	10,000	10.00%
3	Rahul Finlease Private Limited	10,000	10.00%	10,000	10.00%
4	Polo Leasing & Finance Private Limited	10,000	10.00%	10,000	10.00%
5	Rajkar Electronics & Electricals Private Limited	10,000	10.00%	10,000	10.00%
6	Sears Exim Private Limited	10,000	10.00%	10,000	10.00%
7	Panchvatti International Private Limited	10,000	10.00%	10,000	10.00%
8	Sharda India Private Limited	10,000	10.00%	10,000	10.00%
9	Upper India Sugar Mills Private Limited	10,000	10.00%	10,000	10.00%
10	Ria Marketing Services Private Limited	5,000	5.00%	5,000	5.00%
11	Nepostal India Private Limited	5,000	5.00%	5,000	5.00%

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Notes to the financial statements for the year ended March 31, 2021

9 Other Equity

	March 31, 2021	March 31, 2020
General Reserve	41,69,708	41,69,708
Secutities Premium	8,52,940	8,52,940
Retained earnings	(2,57,25,228)	(2,53,21,244)
OCI Reserve	28,73,60,811	46,72,39,368
	26,66,58,231	44,69,40,773

The movement in balance of other equity is as follows:

	March 31, 2021	March 31, 2020
General Reserve		
As per last balance sheet	41,69,708	41,69,708
Add: Additions during the year	-	-
Closing balance	41,69,708	41,69,708
Secutities Premium		
As per last balance sheet	8,52,940	8,52,940
Add: Additions during the year	-	-
Closing balance	8,52,940	8,52,940
Retained earnings		
Balance as per last financial statements	(2,53,21,244)	(2,36,79,434)
Add: Profit for the year	(4,03,985)	(16,41,810)
Net surplus in the statement of profit and loss	(2,57,25,228)	(2,53,21,244)
OCI Reserve		
As per last balance sheet	46,72,39,368	49,32,81,541
Add: Additions during the year	(17,98,78,557)	(2,60,42,173)
Closing balance	28,73,60,811	46,72,39,368
	26,66,58,231	44,69,40,773

10 Borrowings

A) Non Current borrowings

	March 31, 2021	March 31, 2020
From Banks (secured)		
Term loans	-	-
TOTAL	-	-

B) Current borrowings

	March 31, 2021	March 31, 2020
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From Companies	80,00,000	75,34,676
	80,00,000	75,34,676
Less : Amount disclosed under other current liabilities	-	-
TOTAL	80,00,000	75,34,676
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	80,00,000	75,34,676

11 Other liabilities

Current

	March 31, 2021	March 31, 2020
Current maturities of long-term borrowing	-	-
Creditors	-	-
Expenses Payable	1,45,933	1,25,443
	1,45,933	1,25,443

Breakup of financial liabilities carried at amortised cost

	March 31, 2021	March 31, 2020
Borrowing		
Other liabilites	-	-
	-	-

D. KHANNA & ASSOCIATES JAIPUR Chartered Accountants

Notes to the financial statements for the year ended March 31, 2021

12 Non-financial liabilities

	March 31, 2021	March 31, 2020
Statutory liabilities	7,883	6,000
	7,883	**6,000**

13 Revenue from Operations

	March 31, 2021	March 31, 2020
Sale of products	-	-
Commission Received	19,53,810	19,51,810
	19,53,810	**19,51,810**

14 Other income

	March 31, 2021	March 31, 2020
Other non-operating income		
Interest on I.Tax Refund	5,848	-
	5,848	**-**

15 Employees Benefit Expenses

	March 31, 2021	March 31, 2020
Salaries, wages and bonus	7,67,986	8,53,359
Contribution to provident and other funds	-	-
	7,67,986	**8,53,359**

16 Other Expenses

	March 31, 2021	March 31, 2020
Adminstrative Expenses		
Listing expenses	10,84,062	11,10,199
Fine & Penalties		7,92,000
ROC Filling fee	10,000	6,000
Printing and Stationary	2,545	1,63,612
Advertisement and Publicity	77,322	2,67,897
Travelling Expenses	1,450	20,670
Legal and Professioanl Expenses	3,32,890	73,360
Postage & Telegram Expenses	118	2,00,400
Auditors' Remuneration - (Audit Fee)	70,800	70,800
Telephone Expenses	1,680	1,860
Rates & Taxes		25,000
Interest for late payment		-
Miscellaneous Expenses	8,000	8,000
	15,88,867	**27,39,798**
Details of Auditors' Remuneration are as follows:		
Statutory Auditors:		
Audit Fees	60,000	60,000
Reimbursement of expenses	10,800	10,800
	70,800	**70,800**

D. KHANNA & ASSOCIATES Chartered Accountants JAIPUR

Notes to the financial statements for the year ended March 31, 2021

17 Finance Cost

	March 31, 2021	March 31, 2020
Bank charges	6,790	463
	6,790	463

18 Other Comprehensive Income (OCI)

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

	March 31, 2021	March 31, 2020
Remeasurement costs on net defined benefit liability		
Deferred tax effect on remeasurement costs		
Remeasurement of Financial assets	(24,30,79,132)	(3,51,92,126)
Tax on same	6,32,00,574	91,49,953
Total	(17,98,78,557)	(2,60,42,173)

19 Earnings per equity share

	March 31, 2021	March 31, 2020
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(4,03,985)	(16,41,810)
Weighted average number of equity shares in computing basic EPS	1,49,26,440	1,49,26,440
Face value of each equity share (Rs.)	2.00	2.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.03)	(0.11)

D. KHANNA & ASSOCIATES Chartered Accountants

20. Notes to the standalone financial statements for the year ended March 31st, 2021

1. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

	Current Year (Rs).	Previous Year (Rs)
Salaries & Allowances	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

3. The amount owed to Small Scale Industries outstanding for more than 30 days as at 31st March 2021 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

4. **Related Party Disclosure:**

Disclosure of Related Party transactions:

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

(i) Holding Company : Nil.

(ii) Subsidiary Company : Sansar Infrastructure Private Limited
: Star Vanijya Private Limited
: Sunima Trading Private Limited

(b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :

(i) Joint Ventures etc : Nil
(ii) Key Management Personnel : Amit Agarwal
: Simple Agarwal

(iii) Corporate entities over which key management personnel are able to exercise significant influence : Genus Apparels Ltd
: J.C Textiles Private Limited
: Genus International Commodities Ltd

(c) Transactions with related parties during the year : -
: Genus International Commodities Ltd Rs 40 Lakhs
: Yajur Commodities Ltd. Rs 40 Lakhs

Notes to the standalone financial statement for the year ended March 31, 2021
(All amounts are in Indian Rupees except share data and unless otherwise stated)

5. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.

6. During the year, the Board of Directors ("The Board") of the Company has approved the scheme of arrangement u/s 230-232 of the Companies Act, 2013 between the Company, its wholly owned subsidiaries and certain other companies in the following ways:
   • Amalgamation of Sansar Infrastructure Private Limited and Star Vanijya Private Limited and Sunima Trading Private Limited (wholly owned subsidiaries) into the Company.
   • Demerger of the Investment Business Division from Genus Power Infrastructures Limited into the Company.
   • Merger of Yajur Commodities Limited into the Company.
   The Company is in the process of making requisite fillings to appropriate authorities. Pending approval, no impact has been given in respect of the above transactions in the books of the Company for the year ended March 31, 2021.

7. The company has made assessment of the uncertainties and the impact of the Covid-19 pandemic on its results as assessed by the Management. The actual results may differ from such estimates depending on future developments.

8. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For D Khanna & Associates
Chartered Accountants
FRN: 012917N

D. KHANNA & ASSOCIATES Chartered Accountants JAIPUR

Deepak Khanna
Partner
Membership No. 092140

Place: Jaipur
Date: June 28, 2021

For and on behalf of the board

Amit Agarwal
WTD and CEO
DIN: 00016133

Simple Agarwal
Director
DIN: 03072646

Hukam Singh
CFO

Kunal Nayar
Company Secretary

Place: Moradabad
Date: June 28, 2021

KUNAL NAYAR
Digitally signed by KUNAL NAYAR
DN: cn=KUNAL NAYAR, c=IN, st=UTTAR PRADESH, o=Personal, serialNumber=da3b97ff552074307158249a8ef400c81ef253749017d6575973ce4d64103d09
Date: 2021.09.03 14:30:55 +05'30'

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Balance Sheet as at September 30 , 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021
ASSETS		
Non-Current Assets		
Financial Assets		
Investments	2	41,56,23,669
Loans	3	-
Tax Assets	4	-
Non-financial assets	6	-
		41,56,23,669
Current Assets		
Financial Assets		
Cash and cash equivalents	5	3,77,506
Others		-
Non-financial assets	6	6,77,253
		10,54,759
TOTAL		**41,66,78,428**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	8	3,98,52,880
Other Equity	9	26,66,43,969
Total equity		**30,64,96,849**
Non-Current Liabilities		
Financial Liabilities		
Borrowings	10	-
Other liabilities	11	
Deferred Tax Liability	7	10,20,53,631
		10,20,53,631
Current Liabilities		
Financial Liabilities		
Borrowings	10	80,00,000
Other liabilities	11	1,10,272
Current Tax liabilities	4	-
Non-financial liabilities	12	17,675
		81,27,947
		41,66,78,428
Summary of significant accounting policies	1	

For and on behalf of the Board of Directors of
GENUS PRIME INFRA LIMITED

Place : Moradabad
Dated : 30.10.2021

DIRECTOR

Genus Prime Infra Ltd.

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Statement of profit and loss for the period ended on September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021
INCOME		
Revenue from Operations	13	11,91,580
Other income	14	-
Total Income		**11,91,580**
EXPENDITURE		
Employees Benefit Expenses	15	4,54,185
Other Expenses	16	7,51,597
Finance Cost	17	59
Total Expenses		**12,05,841**
Profit before tax		(14,261)
Tax Expenses		
Curent tax		-
Deferred tax		-
Total tax expense		-
Profit for the year		**(14,261)**
Other Comprehensive Income (OCI)	18	
Items that will not be reclassified to profit or loss		
Re-measurement gains on defined benefit plans		
Net gain on FVTOCI equity Securities		-
Income tax effect relating to items that will not be reclassified to profit or loss		-
Net impact on FVTOCI equity Securities		-
Total Other Comprehensive Income for the year, net of tax		**(14,261)**
Earnings per equity share	19	
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.00)
Nominal value per equity share (In Indian Rupees per share)		2.00
Summary of significant accounting policies	1	

For and on behalf of the Board of Directors of
GENUS PRIME INFRA LIMITED

Place : Moradabad
Dated : 30.10.2021

DIRECTOR

Genus Prime Infra Ltd.

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)

CASH FLOW STATEMENT FOR THE PERIOD ENDED 30.09.2021

	CURRENT PERIOD 30.09.2021	
A. Cash Flow From Operating Activities:		
Net Profit(Loss) Before Tax And Extra Ordinary Items		(14,261)
Adjustments For:		
Depreciation	-	
Non Cash Expenses Written Off (Net)	-	
(Profit)/Loss On Sale Of Fixed Assets	-	-
Operating Profit Before Working Capital Changes		(14,261)
Adjustments For:		
Trade And Other Receivables	(59,580)	
Trade And Other Payables	(25,869)	
		(85,449)
Cash Generated Form Operations After Adjustments For Working Capital Changes		(99,710)
Direct Taxes	-	-
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items		(99,710)
Extra Ordinary Items (Net)		
Net Cash From Operating Activities		(99,710)
B. Cash Flow From Investing Activities		
Sale Of Fixed Assets	-	
Purchase/Sale Of Investments	-	-
Net Cash Used In Investing Activities		-
C. Cash Flow From Financing Activities		
Proceeds From Issue Of Share Capital	-	
Receipts /(Repayment) Of Long Term Advances (Net)	-	
Dividends Paid	-	
Net Cash Surplus/Used In Financing Activities		-
Net Increase/(Decrease) In Cash And Cash Equivalents		(99,710)
Cash And Cash Equivalents As At 01-04-2021		4,77,216
Cash And Cash Equivalents As At 30-09-2021		**3,77,506**

For and on behalf of the Board of Directors of
GENUS PRIME INFRA LIMITED

Place : Moradabad
Dated : 30.10.2021

DIRECTOR

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Statement of Changes in Equity for the period ended September 30, 2021

a. Equity Share Capital

Particulars	Sept 30, 2021 No.	Sept 30, 2021 Amount
Equity Shares of Rs. 10 each issued, subscribed and fully paid up		
At the beginning of the year	1,49,26,440	2,98,52,880
Issued during the year	-	-
At the end of the year	1,49,26,440	2,98,52,880

b. Other Equity

Particulars	Reserves and surplus			Items of OCI	Total Equity
	General reserve	Securities Premium	Retained Earnings	FVTOCI Reserve	
At March 31, 2021	41,69,708	8,52,940	(2,57,25,228)	28,73,60,811	26,66,58,231
Profit for the year/Addition		-	(14,261)	-	(14,261)
Other Comprehensive Income/(loss) for the year	-			-	-
At September 30, 2021	41,69,708	8,52,940	(2,57,39,490)	28,73,60,811	26,66,43,969

For and on behalf of the Board of Directors of
GENUS PRIME INFRA LIMITED

Place : Moradabad
Dated : 30.10.2021

DIRECTOR

Genus Prime Infra Ltd.

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Notes to the financial statements for the period September 30, 2021

(Amount in Rs.)

2 Investments

	Sept 30, 2021
Non-Current	
Investment in Equity Instruments (Unquoted)	40,42,23,669
Investment in Preference shares (Unquoted)	1,14,00,000
	41,56,23,669
Investment in Equity Instruments (Unquoted) (at Fair value through Other	
330600 (March 31, 2021: 330600) of Rs 10/- each Shares of Sansar Infrastructure Pvt Ltd	14,55,13,590
376800 (March 31, 2021: 376800) of Rs 10/- each Shares of Star Vanijya Pvt Ltd	8,99,53,464
340000 (March 31, 2021: 340000) of Rs 10/- each Shares of Sunima Trading Pvt Ltd	16,52,40,000
384750 (March 31, 2021: 384750,) of Rs 10/- each Greenwings Innovative Finance Pvt Ltd	35,16,615
	40,42,23,669
Investment in Preference shares (Unquoted) (at amortised cost)	
1140000 (March 31, 2021: 1140000) 5% Non Cumulative Redeemable Prefrence Shares of Rs 10/- each of Genus Apparels Ltd.	1,14,00,000
	1,14,00,000
	41,56,23,669

3 Loans

(Unsecured, considered good)

	Sept 30, 2021
A) Non-current	
Loan and advances to related parties	-
Other loans and advances	
Loans to others	-
Miscellaneous Exp	-
	-
Total	-
	Sept 30, 2021
B) Current	
Loan	-
Total	-

4 Non-current tax assets and current tax liabilities

	Sept 30, 2021
Non-current tax assets	
Advance Income tax (Net of provision for tax)	-
Current tax liabilities	
Provision for tax (net of advance tax payments)	-

Genus Prime Infra Ltd

GENUS PRIME INFRA LIMITED
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Notes to the financial statements for the period September 30, 2021

5 **Cash and Bank Balances**

A) Cash and cash equivalents	Sept 30, 2021
Current	
Balance with banks:	2,86,090
On current accounts	-
On Deposits with original maturity of less than three months	91,416
Cash on hand	3,77,506

Breakup of financial assets carried at amortised cost / fair value	Sept 30, 2021
	41,56,23,669
Investments	-
Loans	3,77,506
Cash and Bank balances	41,60,01,175

6 **Non-financial assets**
(Unsecured, considered good)

A) Non-current	Sept 30, 2021
Advances recoverable in cash or kind	-

B) Current	Sept 30, 2021
	25,590
Advances recoverable in cash or kind	6,51,663
Balance with statutory/government authorities	6,77,253

7 **Deferred Tax Liability**

	Sept 30, 2021
Deferred tax liability arising on account of timing differences relating to:	-
Impact on account of investment carried at FVTPL	10,20,53,631
Impact on account of investment carried at FVTOCI	10,20,53,631
A	
Deferred tax asset arising on account of timing differences relating to:	-
Provision for bad and doubtful debts and expected Credit Loss	-
Impact on account of investment carried at amortised cost	-
MAT credit entitlement	-
B	-
(A-B)	10,20,53,631

Genus Prime Infra Ltd

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CIN: L24117UP2000PLC032010
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Notes to the financial statements for the period September 30, 2021

8 Equity share capital

	Sept 30, 2021
Authorised	
3,00,00,000 (March 31, 2021: 3,00,00,000) Equity Share of Rs. 2/- each	6,00,00,000
3,00,000 0%Redeemable Preference shares of Rs. 100/- each	3,00,00,000
Issued, subscribed and fully paid-up shares	
1,49,26,440 (March 31, 2021: 1,40,73,500) Equity Shares of Rs. 2/-each	2,98,52,880
1,00,000 0%Redeemable Preference shares of Rs. 100/- each	1,00,00,000
	3,98,52,880

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

Equity shares	Sept 30, 2021	
	Numbers	Value
At the beginning of the year	1,49,26,440	2,98,52,880
Issued during the year	-	-
Outstanding at the end of the year	**1,49,26,440**	**2,98,52,880**

0%Redeemable Preference shares	Sept 30, 2021	
	Numbers	Value
At the beginning of the year	1,00,000	1,00,00,000
Issued during the year	-	-
Outstanding at the end of the year	**1,00,000**	**1,00,00,000**

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

The Company has only one class of equity shares having a par value of Re.2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays divided in Indian Rupees. The dividend proposed by the board of directors is subject to approval of Shareholders in Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

The face value of each preference share is Rs. 100. The shares shall have same voting rights applicable to the preference shares under the Companies Act, 2013. In the event of liquidation of the Company, the holder is entitled to receive in priority to all equity shares, amount equal to total of paid up capital.

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

		Sept 30, 2021	
		Numbers	% holding
1	Rajendra Agarwal	43,67,782	29.26%
2	Jitendra Agarwal	34,34,221	23.01%
3	Amit Kumar Agarwal	33,87,520	22.69%

Details of shareholders holding more than 5% in 0% Redeemable Preference shares in the Company

		Sept 30, 2021	
		Numbers	% holding
1	Namo Resorts Private Limited	10,000	10.00%
2	Webnet Systems India Private Limited	10,000	10.00%
3	Rahul Finlease Private Limited	10,000	10.00%
4	Polo Leasing & Finance Private Limited	10,000	10.00%
5	Rajkar Electronics & Electricals Private Limited	10,000	10.00%
6	Sears Exim Private Limited	10,000	10.00%
7	Panchvatti International Private Limited	10,000	10.00%
8	Sharda India Private Limited	10,000	10.00%
9	Upper India Sugar Mills Private Limited	10,000	10.00%
10	Ria Marketing Services Private Limited	5,000	5.00%
11	Nepostal India Private Limited	5,000	5.00%

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Notes to the financial statements for the period September 30, 2021

9 Other Equity

	Sept 30, 2021
General Reserve	41,69,708
Secutities Premium	8,52,940
Retained earnings	(2,57,39,490)
OCI Reserve	28,73,60,811
	26,66,43,969

The movement in balance of other equity is as follows:

	Sept 30, 2021
General Reserve	
As per last balance sheet	41,69,708
Add: Additions during the year	-
Closing balance	**41,69,708**
Secutities Premium	
As per last balance sheet	8,52,940
Add: Additions during the year	-
Closing balance	**8,52,940**
Retained earnings	
Balance as per last financial statements	(2,57,25,228)
Add: Profit for the year	(14,261)
Net surplus in the statement of profit and loss	**(2,57,39,490)**
OCI Reserve	
As per last balance sheet	28,73,60,811
Add: Additions during the year	-
Closing balance	**28,73,60,811**
	26,66,43,969

10 Borrowings

A) Non Current borrowings

	Sept 30, 2021
From Banks (secured)	
Term loans	-
TOTAL	-

B) Current borrowings

	Sept 30, 2021
Current Maturities of Non Current borrowings	
From Banks (secured)	
Term loans	-
Other loans (unsecured)	
From Companies	80,00,000
	80,00,000
Less : Amount disclosed under other current liabilities	-
TOTAL	**80,00,000**
The above amount includes:	
Secured borrowings	-
Unsecured borrowings	80,00,000

11 Other liabilities

Current

	Sept 30, 2021
Current maturities of long-term borrowing	-
Creditors	-
Expenses Payable	1,10,272
	1,10,272

Breakup of financial liabilities carried at amortised cost

	Sept 30, 2021
Borrowing	
Other liabilites	-
	-

Genus Prime Infra Ltd

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
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Notes to the financial statements for the period September 30, 2021

12 Non-financial liabilities	Sept 30, 2021
Statutory liabilities	17,675
	17,675

13 Revenue from Operations	Sept 30, 2021
Sale of products	-
Commission Received	11,91,580
	11,91,580

14 Other income	Sept 30, 2021
Other non-operating income	
Interest on I.Tax Refund	-
	-

15 Employees Benefit Expenses	Sept 30, 2021
Salaries, wages and bonus	4,54,185
Contribution to provident and other funds	-
	4,54,185

16 Other Expenses	Sept 30, 2021
Adminstrative Expenses	
Listing expenses	4,13,914
Demat Expenses	1,000
ROC Filling fee	3,600
Printing and Stationary	1,040
Advertisement and Publicity	57,330
Travelling Expenses	810
Legal and Professioanl Expenses	2,33,200
Postage & Telegram Expenses	-
Auditors' Remuneration - (Audit Fee)	30,000
Telephone Expenses	830
Rates & Taxes	-
Interest for late payment	-
Miscellaneous Expenses	9,873
	7,51,597
Details of Auditors' Remuneration are as follows:	
Statutory Auditors:	
Audit Fees	30,000
Reimbursement of expenses	-
	30,000

GENUS PRIME INFRA LIMITED
(Formerly Gulshan Chemfill Limited)
CIN: L24117UP2000PLC032010
Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad-244001

Notes to the financial statements for the period September 30, 2021

17 Finance Cost

	Sept 30, 2021
Bank charges	59
	59

18 Other Comprehensive Income (OCI)

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

	Sept 30, 2021
Remeasurement costs on net defined benefit liability	
Deferred tax effect on remeasurement costs	
	-
Remeasurement of Financial assets	-
Tax on same	
Total	-

19 Earnings per equity share

	Sept 30, 2021
The following reflects the profit and share data used in the basic and diluted EPS computations:	
Profit available for equity shareholders	(14,261)
Weighted average number of equity shares in computing basic EPS	1,49,26,440
Face value of each equity share (Rs.)	2.00
Earnings per equity share: Basic and Diluted (Rs.)	0.00

Genus Prime Infra Ltd.

GENUS PRIME INFRA LIMITED
CIN: L24117UP2000PLC032010

Notes to the standalone financial statement for the half year ended September 30, 2021
(All amounts are in Indian Rupees except share data and unless otherwise stated)

1. Significant Accounting Policies

1.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Genus Prime Infra Ltd

b. Currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. **Revenue Recognition**

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

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

Ind AS 115 requires entities to exercise Judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers.
The cumulative effect of initially applying Ind AS 115, if any, is recognised at the date of initial application as an adjustment to the opening balance of retained earnings. Therefore, the comparative information is not restated and continues to be reported under Ind AS 11 and Ind AS 18.

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

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods
Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services
Revenue from service contracts is recognised as and when services are rendered.

Commission Income
Revenue of commission is recognised as and when services are rendered.

Interest income
For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

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

Other Income

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

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised.

g. **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. **Impairment of Assets**

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

i. **Impairment of Non- Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Genus Prime Infra Ltd

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

j. **Provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

k. ***Other Litigation claims***

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

l. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Genus Prime Infra Ltd.

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

Notes to the standalone financial statement for the half year ended September 30, 2021
(All amounts are in Indian Rupees except share data and unless otherwise stated)

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI
A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Debt instrument at FVTPL
FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:
All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:
a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
(i) the Company has transferred substantially all the risks and rewards of the asset, or

(ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

n. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

o. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

p. CSR expenditure

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

For and on behalf of the board
Genus Prime Infra Limited

Genus Prime Infra Ltd.

(Director)

Place: Moradabad
Date : 30.10.2021

GENUS PRIME INFRA LIMITED
CIN: L24117UP2000PLC032010

Notes to the standalone financial statement for the half year ended September 30, 2021
(All amounts are in Indian Rupees except share data and unless otherwise stated)

20. Notes to the standalone financial statements for the half year ended September 30, 2021

1. In the opinion of the Board of Directors, Current Assets, Loans & Advances have a value of realization in the ordinary course of business at least equal to the amount at which they have been stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration U/s 197 of Companies Act, 2013 paid/payable during financial year to the Director are as under: -

	Current Period (Rs).	Previous Year (Rs)
Salaries & Allowances	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as Company has not paid any commission to any of its Directors.

3. The amount owed to Small Scale Industries outstanding for more than 30 days as at September 30, 2021 and the sum exceeding Rs. 1 lacs in each case was Rs. NIL (Previous Year- Rs. NIL).

4. **Related Party Disclosure:**
Disclosure of Related Party transactions:

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

Subsidiary Companies : Sansar Infrastructure Private Limited
: Star Vanijya Private Limited
: Sunima Trading Private Limited

(b) Name of related party and nature of related party relationship other than those referred to in (a) above in transaction with the company :

(i) Key Management Personnel : Amit Agarwal – Whole Time Director & CEO
: Hukam Singh – Chief Financial Officer
: Kunal Nayar – Company Secretary

(ii) Corporate entities over which key management personnel are able to exercise significant influence : Genus International Commodities Ltd
: Yajur Commodities Ltd.

(iii) Non Executive Non Independent Director : Simple Agarwal

(c) Transactions with related parties during the year : -
Genus International Commodities Ltd - Balance Payable: Rs 40 Lakhs
Yajur Commodities Ltd. - Balance Payable : Rs 40 Lakhs

Genus Prime Infra Ltd

GENUS PRIME INFRA LIMITED
CIN: L24117UP2000PLC032010

Notes to the standalone financial statement for the half year ended September 30, 2021
(All amounts are in Indian Rupees except share data and unless otherwise stated)

5. It has also no import, expenditure/earning in foreign currency during the year or during the Previous year.

6. During the previous year, the Board of Directors ("The Board") of the Company has approved the scheme of arrangement u/s 230-232 of the Companies Act, 2013 between the Company, its wholly owned subsidiaries and certain other companies in the following ways:
   • Amalgamation of Sansar Infrastructure Private Limited and Star Vanijya Private Limited and Sunima Trading Private Limited (wholly owned subsidiaries) into the Company.
   • Demerger of the Investment Business Division from Genus Power Infrastructures Limited into the Company.
   • Merger of Yajur Commodities Limited into the Company.
   The Company is in the process of making requisite fillings to appropriate authorities. Pending approval, no impact has been given in respect of the above transactions in the books of the Company for the half year ended September 30, 2021.

7. The company has made assessment of the uncertainties and the impact of the Covid-19 pandemic on its results as assessed by the Management. The actual results may differ from such estimates depending on future developments.

8. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

For and on behalf of the board
Genus Prime Infra Limited

(Director)

Place: Moradabad
Date : 30.10.2021

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines
10, Civil Lines,
Moradabad-244001

Tel: +91-591-2436415
Fax:+91-591-2436415
Email pradeepfca@gmail.com

Independent Auditor's Report

To the Board of Directors
Sansar Infrastructure Private Limited

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Sansar Infrastructure Private Limited ("the Company"), which comprise the balance sheet as at **30th September 2021**, and the statement of Profit and Loss and Cash Flow Statement and the statement of changes of equity for the period and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30th, 2021, and its loss and its cash flows for the period ended on that date.

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

Emphasis of Matter
We draw attention to describe the uncertainties and impact of COVID-19 pandemic on the Company's results as assessed by the management that the company has Long-term Investment and there will be no material impact on value of investment in long run and impact shown in Other Comprehensive income is temporary in nature. Our opinion is not modified in respect of this matter.

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

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

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

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Responsibilities of Management and Those Charged with Governance for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate Internal Financial Controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

PRADEEP MALI & CO. MORADABAD CHARTERED ACCOUNTANTS

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;

   e) On the basis of the written representations received from the directors as on 30th September, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 30th September, 2021 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Pradeep Hari & Co.**
Chartered Accountants
ICAI Firm registration no. 006542C

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Pradeep Kapoor
Proprietor
Membership No. 074491

Moradabad, October 27, 2021
UDIN: 21074491AAAAJU4489

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Balance Sheet as at September 30, 2021 **(Amount in Rs.)**

Particulars	Note	Sept 30, 2021	March 31, 2021
ASSETS			
Non-Current Assets			
Financial Assets			
Investments	2	21,48,96,993	21,48,96,993
Others			
Non-financial assets	5	35,00,000	35,00,000
Tax assets	3	-	-
		21,83,96,993	21,83,96,993
Current Assets			
Financial Assets			
Cash and cash equivalents	4	3,77,385	3,95,419
Non-financial assets	5	11,658	11,821
		3,89,043	4,07,240
TOTAL		**21,87,86,036**	**21,88,04,233**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7	33,06,000	33,06,000
Other Equity	8	18,33,73,249	18,33,76,446
Total equity		**18,66,79,249**	**18,66,82,446**
Non-Current Liabilities			
Financial Liabilities			
Borrowings	9	2,21,00,000	2,21,00,000
Other liabilities	10	-	-
Deferred Tax Liability	6	99,91,787	99,91,787
		3,20,91,787	**3,20,91,787**
Current Liabilities			
Financial Liabilities			
Borrowings	9	-	-
Other liabilities	10	15,000	30,000
Tax Liabilities (Net)	3	-	-
Non-financial liabilities	11	-	-
		15,000	30,000
		21,87,86,036	**21,88,04,233**
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006642C

Pradeep Kapoor
Proprietor
M.No.: 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
SANSAR INFRASTRUCTURE PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Director
DIN: 01351603

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Statement of profit and loss for the period ended September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021	March 31, 2021
INCOME			
Revenue from Operations	12	55,790	1,61,775
Other income	13	619	-
Total Income		**56,409**	**1,61,775**
EXPENDITURE			
Other Expenses	14	59,606	1,44,727
Finance Cost	15	-	-
Total Expenses		**59,606**	**1,44,727**
Profit before tax		(3,197)	17,048
Tax Expenses	16		
Current tax		-	2,659
Earlier Year Tax			
Deferred tax		-	-
Mat Credit Entitlement		-	2,659
Total tax expense		-	-
Profit for the year		**(3,197)**	**17,048**
Other Comprehensive Income (OCI)	17		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		-	(62,35,790)
Income tax effect relating to items that will not be reclassified to profit or loss		-	16,21,305
Net impact on FVTOCI equity Securities		-	**(46,14,485)**
Total Other Comprehensive Income for the year, net of tax		**(3,197)**	**(45,97,437)**
Earnings per equity share	18		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.01)	0.05
Nominal value per equity share (In Indian Rupees per share)		10.00	10.00
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.
As per our report attached

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
M.No.: 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
SANSAR INFRASTRUCTURE PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi	**Sharda Todi**
Managing Director	Director
DIN: 02260178	DIN: 01351603

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Cash Flow Statement for the period ended on 30.09.2021

(Amount in Rs.)

PARTICULARS	**Current Period As At 30.09.2021**		**Previous Year As At 31.03.2021**	
A. Cash Flow From Operating Activities:				
Net Profit (Loss) Before Tax and Extra Ordinary Items		(3,197)		17,048
Adjustments For:				
Depreciation	-		-	
Non Cash Expenses Written off (Net)	-		-	
(Profit)/Loss on Sale of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(3,197)		17,048
Adjustments For:				
Trade And Other Receivables	163		(4,639)	
Other Liabilities	(15,000)		-	
		(14,837)		(4,639)
Cash Generated Form Operations After Adjustments For Working Capital Changes		(18,034)		12,409
Direct Taxes	-	-	-	(2,659)
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items		(18,034)		9,750
Extra Ordinary Items (Net)		-		-
Net Cash From Operating Activities		(18,034)		9,750
B. Cash Flow From Investing Activities				
Sale of Fixed Assets	-		-	
(Purchase)/Sale of Investments	-		-	
Net Cash Used In Investing Activities		-		-
C. Cash Flow From Financing Activities				
Proceeds From Issue of Share Capital	-		-	
Receipts of Long Term Advances (Net)	-		-	
Receipts of Short Term Borrowing (Net)	-		(1,39,274)	
Net Cash Surplus/Used in Financing Activities		-		(1,39,274)
Net Increase/(Decrease) in Cash and Cash Equivalents		(18,034)		(1,29,524)
Cash And Cash Equivalents at the Beginning of the Year		3,95,419		5,24,943
Cash And Cash Equivalents at the End of the Year		3,77,385		3,95,419
(Cash and Cash equivalent represent Cash and Bank balances)				

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
ICAI Firm Regn. No. 006542C

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. CHARTERED ACCOUNTANTS MORADABAD

For and on behalf of Board
Sansar Infrastructure Private Limited

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Sharda Todi
Director
DIN: 01351603

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Statement of Changes in Equity for the period ended September 30, 2021 **(Amount in Rs.)**

a. Equity Share Capital

	Sept. 30, 2021		31-Mar-21	
Equity Shares of Rs. 10 each issued, subscribed and fully paid up	**No.**	**Amount**	**No.**	**Amount**
At the beginning of the year	3,30,600	33,06,000	3,30,600	33,06,000
Issued during the year	-	-	-	-
At the end of the year	**3,30,600**	**33,06,000**	**3,30,600**	**33,06,000**

b. Other Equity

	Reserves and Surplus		Items of OCI	Total Equity
	Securities Premium	**Retained Earnings**	**FVTOCI Reserve**	
At March 31, 2020	**15,70,94,000**	**(22,14,303)**	**3,30,94,186**	**18,79,73,883**
Profit for the year	-	17,048	-	17,048
Other Comprehensive Income/(loss) for the year	-	-	(46,14,485)	(46,14,485)
At March 31, 2021	**15,70,94,000**	**(21,97,255)**	**2,84,79,701**	**18,33,76,446**
Profit for the year	-	(3,197)	-	(3,197)
Other Comprehensive Income/(loss) for the year	-	-	-	-
At September 30, 2021	**15,70,94,000**	**(22,00,452)**	**2,84,79,701**	**18,33,73,249**

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
M.No.: 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
SANSAR INFRASTRUCTURE PRIVATE LIMITED

Banwari Lal Todi
Managing Director
DIN: 02260178

Sharda Todi
Sharda Todi
Director
DIN: 01351603

1. **Significant Accounting Policies**

1.1 **Basis of Preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 **Summary of Significant Accounting Policies**

a. **Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. **Currencies**

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. **Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax / value added tax (VAT) / Service tax / Goods and service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Sale of goods
Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services
Revenue from service contracts are recognised as and when services are rendered.

Commission Income
Revenue of commission are recognised as and when services are rendered.

Interest income
For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

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

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e.. the period for which such credit is allowed to be utilised.

g. **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. **Impairment of Non- Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

i. **Provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. ***Other Litigation claims***

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

k. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Debt instrument at FVTPL
FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:
All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
   (i) the Company has transferred substantially all the risks and rewards of the asset, or
   (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

PRADEEP MAHI & CO. MORADABAD CHARTERED ACCOUNTANTS

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

l. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

m. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

n. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

For and on behalf of the board
Sansar Infrastructure Private Limited

Sharda Todi

Banwari Lal Todi	Sharda Todi
Director	Director
DIN: 02260178	DIN: 01351603

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Notes to the financial statements for the period ended September 30, 2021 **(Amount in Rs.)**

2 Investments

	Sept 30, 2021	March 31, 2021
Non-Current		
Investment in Equity Instruments (Unquoted)	9,15,96,993	9,15,96,993
Investment in Preference Shares (Unquoted)	12,33,00,000	12,33,00,000
	21,48,96,993	**21,48,96,993**
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)		
2796552, (31 March 2021: 2796552) Equity Shares of Rs. 10/- each in Yajur Commodities Ltd (Formerly Known as Virtuous Urja Ltd)	6,82,35,869	6,82,35,869
5375, (31 March 2021: 5375) Equity Shares of Rs. 10/- each in J.C. Textiles Pvt. Ltd.	2,33,58,568	2,33,58,568
01 (31 March 2021: 01) Equity Share of Hi- Print Electromack Pvt. Ltd. Rs. 10/- each	2,557	2,557
	9,15,96,993	**9,15,96,993**
In Preference Shares-Unquoted, fully paid up		
704460 (31 March 2021: 704460) Optionally Convertible Preference Shares of Rs. 10/- each in Hi Print Electromack Pvt. Ltd.	6,78,00,000	6,78,00,000
297500 (31 March 2021: 297500) Redeemable Preference Shares of Rs. 100/- each in Yajur Commodities Limited (Formally Known as Virtuous Urja Ltd)	5,55,00,000	5,55,00,000
	12,33,00,000	**12,33,00,000**

3 Non-current tax assets and current tax liabilities

	Sept 30, 2021	March 31, 2021
Non-current tax assets		
Advance Income tax (Net of provision for tax)		
	-	-
Current tax liabilities		
Provision for tax (net of advance tax payments)		
	-	-

4 Cash and Bank Balances

A) Cash and cash equivalents

	Sept 30, 2021	March 31, 2021
Current		
Balance with banks:		
On current accounts	2,39,442	2,41,491
On Deposits with original maturity of less than three months		
Cash on hand	1,37,943	1,53,928
	3,77,385	**3,95,419**

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B) Other bank balances

	Sept 30, 2021	March 31, 2021
Current		
Margin money deposits		
	-	-

Breakup of financial assets carried at amortised cost / fair value

	Sept 30, 2021	March 31, 2021
Investments	21,48,96,993	21,48,96,993
Cash and Bank balances	3,77,385	3,95,419
	21,52,74,379	**21,52,92,413**

5 Non-financial assets

(Unsecured, considered good)

A) Non-current

	Sept 30, 2021	March 31, 2021
Advances recoverable in cash or kind	35,00,000	35,00,000
	35,00,000	**35,00,000**

B) Current

	Sept 30, 2021	March 31, 2021
Other Advance	438	-
Balance with statutory/government authorities	11,220	11,821
	11,658	**11,821**

6 Deferred Tax Liability

	Sept 30, 2021	March 31, 2021
Deferred tax liability arising on account of timing differences relating to:		
Impact on account of investment carried at FVTPL	-	-
Impact on account of investment carried at FVTOCI	1,00,06,381	1,00,06,381
A	1,00,06,381	1,00,06,381
Deferred tax asset arising on account of timing differences relating to:		
MAT credit entitlement	14,594	14,594
B	14,594	14,594
(A-B)	**99,91,787**	**99,91,787**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

SANSAR INFRASTRUCTURE PRIVATE LIMITED
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Notes to the financial statements for the period ended September 30, 2021

7 **Equity share capital**

	Sept 30, 2021	March 31, 2021
Authorised 340000 (March 31, 2021 : 340000) equity shares of Re.10/- each	34,00,000	34,00,000
Issued, subscribed and fully paid-up shares 330600 (March 31, 2021 : 330600) equity shares of Re.10/- each	33,06,000	33,06,000
	33,06,000	**33,06,000**

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

Equity shares	Sept 30, 2021		March 31, 2021	
	Numbers	Value	Numbers	Value
At the beginning of the year	3,30,600	33,06,000	3,30,600	33,06,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	**3,30,600**	**33,06,000**	**3,30,600**	**33,06,000**

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

The Company has only one class of equity shares having a par value of Re.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees, whenever declares. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	Sept 30, 2021		March 31, 2021	
	Numbers	% holding	Numbers	% holding
Genus Prime Infra Ltd. (inclusive of shares held by its nominees)	330600	100.00%	330600	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

8 **Other Equity**

	Sept 30, 2021	March 31, 2021
Securities Premium Account	15,70,94,000	15,70,94,000
Retained earnings	(22,00,452)	(21,97,255)
FVTOCI Reserve	2,84,79,701	2,84,79,701
	18,33,73,249	**18,33,76,446**

The movement in balance of other equity is as follows:

	Sept 30, 2021	March 31, 2021
Securities Premium Account		
As per last balance sheet	15,70,94,000	15,70,94,000
Add: Additions during the year	-	-
Closing balance	**15,70,94,000**	**15,70,94,000**
Retained earnings		
Balance as per last financial statements	(21,97,255)	(22,14,303)
Add: Profit for the year	(3,197)	17,048
Net surplus in the statement of profit and loss	**(22,00,452)**	**(21,97,255)**
FVTOCI Reserve		
As per last balance sheet	2,84,79,701	3,30,94,185
Add: Additions during the year	-	(46,14,485)
Closing balance	**2,84,79,701**	**2,84,79,701**
	18,33,73,249	**18,33,76,446**

PRADEEP HARI & CO. CHARTERED ACCOUNTANTS MORADABAD

9 Borrowings

A) Non Current borrowings

	Sept 30, 2021	March 31, 2021
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From other parties	2,21,00,000	2,21,00,000
TOTAL	**2,21,00,000**	**2,21,00,000**
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	**2,21,00,000**	**2,21,00,000**

B) Current borrowings

	Sept 30, 2021	March 31, 2021
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other short term borrowings		
Cash credit from banks (Secured)	-	-
	-	-
Less : Amount disclosed under other current liabilities	-	-
TOTAL	-	-
The above amount includes:		
Secured borrowings	-	-

10 Other liabilities

Current

	Sept 30, 2021	March 31, 2021
Current maturities of long-term borrowings	-	-
Expenses Payable	15,000	30,000
	15,000	**30,000**

Breakup of financial liabilities carried at amortised cost	Sept 30, 2021	March 31, 2021
Borrowing	-	-
Other liabilities	15,000	30,000
	15,000	**30,000**

11 Non-financial liabilities

	Sept 30, 2021	March 31, 2021
Statutory liabilities	-	-
	-	-

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

SANSAR INFRASTRUCTURE PRIVATE LIMITED
CIN: U70109UP2008PTC093173
Notes to the financial statements for the period ended September 30, 2021

12 Revenue from Operations

	Sept 30, 2021	March 31, 2021
Commission on Sale	55790	1,61,775
	55,790	**1,61,775**

13 Other income

	Sept 30, 2021	March 31, 2021
Other non-operating income		
Interest Income	619	-
	619	-

14 Other Expenses

	Sept 30, 2021	March 31, 2021
Bank Charges	59	118
Compliance Fees		-
Filing Fees	500	1,500
Accounting Charges	14000	28,000
Advertisement & Publicity		-
Legal & Professional Expenses	27000	81,500
Postage & Telegram Expenses	710	1,410
Printing & Stationery	645	825
DEMAT Exp	1062	474
Conveyance	630	900
Payment to Auditor (Audit Fee)	15000	30,000
	59,606	**1,44,727**

15 Finance Cost

	Sept 30, 2021	March 31, 2021
Interest on loans from banks	-	-
Interest on others	-	-
Bank charges	-	-
	-	-

16 Tax Expenses

(a) Tax charge

	Sept 30, 2021	March 31, 2021
The Major component of income tax expenses are as follows:		
Current Income tax:		
Current income tax charges	-	2,659
Adjustment in respect of current income tax of previous years	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expenses reported in the statement of profit or loss	-	**2,659**
OCI Section		
Deferred tax related to items recognised in OCI during the year:		
	Sept 30, 2021	**March 31, 2021**
Items that will be reclassified to profit or loss		-
Items that will not be reclassified to profit or loss	-	16,21,305
Income tax charged to OCI	-	**16,21,305**

PRADEEP HARI & CO. * CHARTERED ACCOUNTANTS * MORADABAD

SANSAR INFRASTRUCTURE PRIVATE LIMITED

(b)

Reconciliation of effective tax rate:	Sept 30, 2021	March 31, 2021
Profit before tax (A)		17,048
Enacted tax rate in India (B)		15.60%
Expected Tax Expenses (C= A*B)		2,659
Actual Tax expense (net off tax for earlier years)		-
Difference (Note A)	-	**2,659**

Note A	Sept 30, 2021	March 31, 2021
Other than temporary difference		
MAT Credit Not Recognised		-
Short Provision		-
MAT and Other benefits allowed under various provisions		2,659
	-	**2,659**

17 **Other Comprehensive Income (OCI)**

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

	Sept 30, 2021	March 31, 2021
Remeasurement of Financial assets	-	(62,35,790)
Tax on same	-	16,21,305
Total	-	**(46,14,485)**

18 **Earnings per equity share**

	Sept 30, 2021	March 31, 2021
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(3,197)	17,048
Weighted average number of equity shares in computing basic EPS	3,30,600	3,30,600
Face value of each equity share (Rs.)	10.00	10.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.01)	0.05

19 **Contingent Liability**

	Sept 30, 2021	March 31, 2021
Income Tax Claims not acknowledged as debts		-
	-	-

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

20. Notes to the standalone financial statements for the half year ended September 30, 2021

1. In the opinion of the Boards 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 Provision for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration u/s 197 of the Companies Act, 2013 paid / payable during financial year to the Directors are as under:

	Current Period (Rs.)	Previous Year (Rs.)
Salaries and Allowances	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as company has not paid any commission to any of its directors.

3. **Related Party Disclosure:**

(i) Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below:

(a) Key Management Personnel and their relatives	: Banwari Lal Todi (Director) : Sharda Todi (Director)
(b) Enterprises controlled by Key Management personnel and Individual having significant Influence	: NIL
(c) Holding Company	: Genus Prime Infra Limited

(ii) Detail of transaction with related parties : NIL

4. During the year, the Board of Directors ("The Board") of the Company has approved the scheme of arrangement u/s 230-232 of the Companies Act, 2013 between the companies as follows:
   • Amalgamation of the company into Genus Prime Infra Limited (100 % Holding Company).

5. The company has made assessment of the uncertainties and the impact of the Covid-19 pandemic on its results as assessed by the Management. The actual results may differ from such estimates depending on future developments.

6. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

For and on behalf of the board
Sansar Infrastructure Private Limited

Sharda Todi

Banwari Lal Todi	Sharda Todi
Director	Director
DIN: 02260178	DIN: 01351603

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines
10, Civil Lines,
Moradabad-244001

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Email pradeepfca@gmail.com

Independent Auditor's Report

To the Board of Directors
Star Vanijya Private Limited

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Star Vanijya Private Limited ("the Company"), which comprise the balance sheet as at **30th September 2021**, and the statement of Profit and Loss and Cash Flow Statement and the statement of changes of equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30, 2021, and its Loss and its cash flows for the period ended on that date.

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

Emphasis of Matter
We draw attention to describe the uncertainties and impact of COVID-19 pandemic on the Company's results as assessed by the management that the company has Long-term Investment and there will be no material impact on value of investment in long run and impact shown in Other Comprehensive income is temporary in nature. Our opinion is not modified in respect of this matter.

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

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

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

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate Internal Financial Controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;

   e) On the basis of the written representations received from the directors as on 30th September, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 30th September, 2021 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Pradeep Hari & Co.**
Chartered Accountants
ICAI Firm registration no. 006542C

Pradeep Kapoor
Proprietor
Membership No. 074491

Moradabad, October 27, 2021

UDIN: 21074491AAAAJV9470

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Balance Sheet as at September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021	March 31, 2021
ASSETS			
Non-Current Assets			
Financial Assets			
Investments	2	19,56,53,257	19,56,53,257
Others			
Non-financial assets	5	1,08,16,008	1,23,16,008
Tax assets	3	-	-
		20,64,69,265	20,79,69,265
Current Assets			
Financial Assets			
Cash and cash equivalents	4	3,21,187	3,29,440
Non-financial assets	5	4,132	4,912
		3,25,318	3,34,352
TOTAL		**20,67,94,583**	**20,83,03,617**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7	37,68,000	37,68,000
Other Equity	8	17,53,52,440	17,84,46,474
Total equity		**17,91,20,440**	**18,22,14,474**
Non-Current Liabilities			
Financial Liabilities			
Borrowings	9	2,81,00,000	2,65,00,000
Other liabilities	10		
Deferred Tax Liability	6	(4,40,857)	(4,40,857)
		2,76,59,143	**2,60,59,143**
Current Liabilities			
Financial Liabilities			
Borrowings	9	-	-
Other liabilities	10	15,000	30,000
Tax Liabilities (Net)	3	-	-
Non-financial liabilities	11	-	-
		15,000	30,000
		20,67,94,583	**20,83,03,617**
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

For and on behalf of the Board of Directors of
STAR VANIJYA PRIVATE LIMITED

Sharda todi

Banwari Lal Todi	**Sharda Todi**
Director	Director
DIN: 02260178	DIN: 01351603

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Statement of profit and loss for the period ended September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021	March 31, 2021
INCOME			
Revenue from Operations	12	53,040	1,46,820
Other income	13	529	-
Total Income		**53,569**	**1,46,820**
EXPENDITURE			
Other Expenses	14	54,386	1,12,918
Finance Cost	15	-	-
Total Expenses		**54,386**	**1,12,918**
Profit before tax		(817)	33,902
Tax Expenses	16		
Curent tax		-	5,289
Earlier Year Tax		30,93,216	-
Deferred tax		-	-
Mat Credit Entitlement		-	(5,289)
Total tax expense		30,93,216	-
Profit for the year		**(30,94,033)**	**33,902**
Other Comprehensive Income (OCI)	17		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		-	36,83,146
Income tax effect relating to items that will not be reclassified to profit or loss		-	(9,57,618)
Net Impact on FVTOCI equity Securities		-	**27,25,528**
Total Other Comprehensive Income for the year, net of tax		**(30,94,033)**	**27,59,430**
Earnings per equity share	18		
Basic and Diluted earnings per share (In Indian Rupees per share)		(8.21)	0.09
Nominal value per equity share (In Indian Rupees per share)		10.00	10.00
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
STAR VANIJYA PRIVATE LIMITED

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Sharda Todi
Director
DIN: 01351603

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Cash Flow Statement for the period ended 30.09.2021

	CURRENT PERIOD 30.09.2021		PREVIOUS YEAR 31.03.2021	
A. Cash Flow From Operating Activities:				
Net Profit(Loss) Before Tax and Extra Ordinary Items		(817)		33,902
Adjustments For:				
Depreciation	-		-	
Non Cash Expenses Written off (Net)	-		-	
(Profit)/Loss On Sale of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(817)		33,902
Adjustments For:				
Trade and Other Receivables	15,00,781		(1,041)	
Other Liabilities	(15,000)		-	
	-	14,85,781	-	(1,041)
Cash Generated Form Operations After Adjustments For:		14,84,963		32,861
Working Capital Changes				
Direct Taxes	-	(30,93,216)	-	(5,289)
Cash Flow After Adjusted For Working Capital Charges But Before Extra Ordinary Items				
		(16,08,253)		27,572
Extra Ordinary Items (Net)		-		-
Net Cash From Operating Activities		(16,08,253)		27,572
B. Cash Flow From Investing Activities				
Sale of Fixed Assets	-		-	
(Purchase)/Sale of Investments	-		-	
Net Cash Used In Investing Activities		-		-
C. Cash Flow From Financing Activities				
Proceeds From Issue of Share Capital	-		-	
Receipts of Long Term Advances (Net)	-		-	
Receipts/Payments of Short Term Borrowing (Net)	16,00,000		1,71,660	
Net Cash Surplus/Used In Financing Activities		16,00,000		1,71,660
Net Increase/(Decrease) In Cash and Cash Equivalents		(8,253)		1,99,232
Cash and Cash Equivalents at the Beginning of the Year		3,29,440		1,30,208
Cash and Cash Equivalents at the End of the Year		3,21,187		3,29,440
(Cash and Cash equivalent represent Cash and Bank balances)				

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
ICAI Firm Regn. No. 006542C

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
STAR VANIJYA PRIVATE LIMITED

Banwari Lal Todi
Director
DIN: 02260178

Sharda todi
Sharda Todi
Director
DIN: 01351603

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Statement of Changes in Equity for the period ended Sept. 30, 2021

(Amount in Rs.)

a. Equity Share Capital

	Sept 30, 2021		March 31, 2021	
Equity Shares of Rs. 10 each issued, subscribed and fully paid up	**No.**	**Amount**	**No.**	**Amount**
At the beginning of the year	3,76,800	37,68,000	3,76,800	37,68,000
Issued during the year	-	-	-	-
At the end of the year	3,76,800	37,68,000	3,76,800	37,68,000

b. Other Equity

	Reserves and Surplus		Items of OCI	Total Equity
	Securities Premium	Retained Earnings	FVTOCI Reserve	
At March 31, 2020	17,97,32,000	(1,07,564)	(39,37,392)	17,56,87,044
Profit for the year	-	33,902	-	33,902
Other Comprehensive Income/(loss) for the year	-	-	27,25,528	27,25,528
At March 31, 2021	17,97,32,000	(73,662)	(12,11,864)	17,84,46,474
Profit for the year	-	(30,94,033)	-	(30,94,033)
Other Comprehensive Income/(loss) for the year	-	-	-	-
At September 30, 2021	17,97,32,000	(31,67,696)	(12,11,864)	17,53,52,440

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

For and on behalf of the Board of Directors of
STAR VANIJYA PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Director
DIN: 01351603

1. Significant Accounting Policies

1.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax / value added tax (VAT) / Service tax / Goods and service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services
Revenue from service contracts are recognised as and when services are rendered.

Commission Income
Revenue of commission are recognised as and when services are rendered.

Interest income
For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

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

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.
Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

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Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised.

g. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. Impairment of Non- Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

i. Provision

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

PRADEEP MARU & CO. MORADABAD CHARTERED ACCOUNTANTS

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. *Other Litigation claims*

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

k. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
   (i) the Company has transferred substantially all the risks and rewards of the asset, or
   (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Reclassification of financial assets
The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

l. Cash and Cash Equivalents
Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

m. Earnings Per Share
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

n. Contingent Liability and contingent assets
A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the board
Star Vanijya Private Limited

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi

Sharda Todi
Director
DIN: 01351603

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Notes to the financial statements for the period ended September 30, 2021

2 Investments (Amount in Rs.)

	Sept 30, 2021	March 31, 2021
Non-Current		
Investment in Equity Instruments (Unquoted)	4,16,53,257	4,16,53,257
Investment in Preference Shares-Unquoted, fully paid up	15,40,00,000	15,40,00,000
	19,56,53,257	**19,56,53,257**
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)		
1990000, (31 March 2021: 1990000) Equity Shares of Rs. 10/- each in Genus Apparels Ltd.	4,16,50,700	4,16,50,700
01, (31 March 2021: 01) Equity Shares of Rs. 10/- each in Hi Print Electromack Pvt Ltd.	2,557	2,557
	4,16,53,257	**4,16,53,257**
In Preference Shares-Unquoted, fully paid up		
1532300, (31 March 2021: 1532300) Optionally Convertible Preference Shares of Rs. 10/- each in Shares in Hi Print Electromack Pvt Ltd	15,40,00,000	15,40,00,000
	15,40,00,000	**15,40,00,000**

3 Non-current tax assets and current tax liabilities

	Sept 30, 2021	March 31, 2021
Non-current tax assets		
Advance Income tax (Net of provision for tax)	-	-
	-	-
Current tax liabilities		
Provision for tax (net of advance tax payments)	-	-
	-	-

4 Cash and Bank Balances

A) Cash and cash equivalents

	Sept 30, 2021	March 31, 2021
Current		
Balance with banks:		
On current accounts	2,45,684	2,43,172
Cash on hand	75,503	86,268
	3,21,187	**3,29,440**

	Sept 30, 2021	March 31, 2021
Breakup of financial assets carried at amortised cost / fair value		
	Sept 30, 2021	March 31, 2021
Investments	19,56,53,257	19,56,53,257
Cash and Bank balances	3,21,187	3,29,440
	19,59,74,444	**19,59,82,697**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

5 **Non-financial assets**

(Unsecured, considered good)

A) Non-current		
	Sept 30, 2021	**March 31, 2021**
Advances recoverable in cash or kind	1,08,16,008	1,23,16,008
	1,08,16,008	**1,23,16,008**
B) Current		
	Sept 30, 2021	**March 31, 2021**
Other Advances	438	-
Balance with statutory/government authorities	3,694	4,912
	4,132	4,912

6 **Deferred Tax Liability**

	Sept 30, 2021	**March 31, 2021**
Deferred tax liability arising on account of timing differences relating to:		
Impact on account of investment carried at FVTPL	-	-
Impact on account of investment carried at FVTOCI	(4,25,790)	(4,25,790)
A	**(4,25,790)**	**(4,25,790)**
Deferred tax asset arising on account of timing differences relating to:		
MAT credit entitlement	15,067	15,067
B	15,067	15,067
(A-B)	**(4,40,857)**	**(4,40,857)**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Notes to the financial statements for the period ended September 30, 2021

7 **Equity share capital** (Amount in Rs.)

	Sept 30, 2021	March 31, 2021
Authorised		
380000 (March 31, 2021: 380000) equity shares of Re 10/- each	38,00,000	38,00,000
Issued, subscribed and fully paid-up shares		
376800 (March 31, 2021: 376800) equity shares of Re 10/- each	37,68,000	37,68,000
	37,68,000	**37,68,000**

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

Equity shares	Sept 30, 2021		March 31, 2021	
	Numbers	Value	Numbers	Value
At the beginning of the year	3,76,800	37,68,000	3,76,800	37,68,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	**3,76,800**	**37,68,000**	**3,76,800**	**37,68,000**

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

The Company has only one class of equity shares having a par value of Re.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees, whenever approved by shareholders. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	Sept 30, 2021		March 31, 2021	
	Numbers	% holding	Numbers	% holding
Genus Prime Infra Ltd. (Inclusive of shares held by its nominees)	376800	100.00%	376800	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

8 **Other Equity**

	Sept 30, 2021	March 31, 2021
Securities Premium Account	17,97,32,000	17,97,32,000
Retained earnings	(31,67,695)	(73,662)
FVTOCI Reserve	(12,11,864)	(12,11,864)
	17,53,52,440	**17,84,46,474**

The movement in balance of other equity is as follows:

	Sept 30, 2021	March 31, 2021
Securities Premium Account		
As per last balance sheet	17,97,32,000	17,97,32,000
Add: Additions during the year	-	-
Closing balance	**17,97,32,000**	**17,97,32,000**
Retained earnings		
Balance as per last financial statements	(73,662)	(1,07,564)
Add. Profit for the year	(30,94,033)	33,902
Net surplus in the statement of profit and loss	**(31,67,695)**	**(73,662)**
FVTOCI Reserve		
As per last balance sheet	(12,11,864)	(39,37,392)
Add: Additions during the year	-	27,25,528
Closing balance	**(12,11,864)**	**(12,11,864)**
	17,53,52,440	**17,84,46,474**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

9 **Borrowings**

A) Non Current borrowings

	Sept 30, 2021	March 31, 2021
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From Other Parties	2,81,00,000	2,65,00,000
TOTAL	**2,81,00,000**	**2,65,00,000**
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	**2,81,00,000**	**2,65,00,000**

B) Current borrowings

	Sept 30, 2021	March 31, 2021
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other short term borrowings		
Cash credit from banks (Secured)	-	-
	-	-
Less : Amount disclosed under other current liabilities	-	-
TOTAL	-	-
The above amount includes:		
Secured borrowings	-	-

10 **Other liabilities**

Current

	Sept 30, 2021	March 31, 2021
Current maturities of long-term borrowings	-	-
Expenses Payable	15,000	30,000
	15,000	**30,000**
Breakup of financial liabilities carried at amortised cost		
	Sept 30, 2021	**March 31, 2021**
Borrowing	-	-
Other liabilities	15,000	30,000
	15,000	**30,000**

11 **Non-financial liabilities**

	Sept 30, 2021	March 31, 2021
Statutory liabilities	-	-
	-	-

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

STAR VANIJYA PRIVATE LIMITED
CIN: U51109UP2008PTC093817
Notes to the financial statements for the period ended September 30, 2021

12 Revenue from Operations (Amount in Rs.)

	Sept 30,2021	March 31, 2021
Commission on Sales	53,040	1,46,820
	53,040	**1,46,820**

13 Other income

	Sept 30,2021	March 31, 2021
Other non-operating income		
Interest on Income Tax Refund	529	-
	529	-

14 Other Expenses

	Sept 30,2021	March 31, 2021
Accounting Charges	9,000	18,000
Advertisement & Publicity	-	-
Bank Charges	59	118
Compliances Fee	-	-
Demat Expenses	1,062	285
Filing Fees	500	9,400
Legal & Professional Exp.	27,000	52,000
Payment to Auditors (Audit fee)	15,000	30,000
Postage & Telephone Exps.	690	1,470
Printing & Stationery	435	780
Rates & Taxes	-	-
Conveyance Expenses	640	865
	54,386	**1,12,918**

15 Finance Cost

	Sept 30,2021	March 31, 2021
Interest on loans from banks	-	-
Interest on others	-	-
Bank charges	-	-
	-	-

16 Tax Expenses

(a) Tax charge

	Sept 30,2021	March 31, 2021
The Major component of income tax expenses are as follows:		
Current Income tax:		
Current income tax charges	-	5,289
Adjustment in respect of current income tax of previous years	30,93,216	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expenses reported in the statement of profit or loss	**30,93,216**	**5,289**
OCI Section		
Deferred tax related to items recognised in OCI during the year:		
	Sept 30,2021	**March 31, 2021**
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	-	(9,57,618)
Income tax charged to OCI	-	**(9,57,618)**

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(b) **Reconciliation of effective tax rate:**

	Sept 30,2021	March 31, 2021
Profit before tax (A)	(817)	33,902
Enacted tax rate in India (B)	15.60%	15.60%
Expected Tax Expenses (C= A*B)	-	5,289
Actual Tax expense (net off tax for earlier years)	-	-
Difference (Note A)	-	**5,289**

Note A

	Sept 30,2021	March 31, 2021
Other than temporary difference		
Mat Credit not Recognised	-	-
Short Provision	-	-
Mat and Other benefits under various provisions	-	5,289
	-	**5,289**

17 **Other Comprehensive Income (OCI)**

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

	Sept 30,2021	March 31, 2021
Remeasurement of Financial assets	-	36,83,146
Tax on same	-	(9,57,618)
Total	-	**27,25,528**

18 **Earnings per equity share**

	Sept 30,2021	March 31, 2021
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(30,94,033)	33,902
Weighted average number of equity shares in computing basic EPS	3,76,800	3,76,800
Face value of each equity share (Rs.)	10.00	10.00
Earnings per equity share: Basic and Diluted (Rs.)	(8.21)	0.09

19 **Contingent Liability**

	Sept 30,2021	March 31, 2021
Income Tax Claims not acknowledged as debts	-	30,93,216
	-	**30,93,216**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

20. Notes to the standalone financial statements for the half year ended September 30, 2021

1. In the opinion of the Boards 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 Provision for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration u/s 197 of the Companies Act, 2013 paid / payable during financial year to the Directors are as under:

	Current Period (Rs.)	Previous Year (Rs.)
Salaries and Allowances	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as company has not paid any commission to any of its directors.

3. **Related Party Disclosure:**

(i) Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below:

(a) Key Management Personnel and their relatives	: Banwari Lal Todi (Director) : Sharda Todi (Director)
(b) Enterprises controlled by Key Management personnel and Individual having significant Influence	: NIL
(c) Holding Company	: Genus Prime Infra Limited

(ii) Detail of transaction with related parties : NIL

4. During the year, the Board of Directors ("The Board") of the Company has approved the scheme of arrangement u/s 230-232 of the Companies Act, 2013 between the companies as follows:
   • Amalgamation of the company into Genus Prime Infra Limited (100 % Holding Company).

5. The company has made assessment of the uncertainties and the impact of the Covid-19 pandemic on its results as assessed by the Management. The actual results may differ from such estimates depending on future developments.

6. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the board
Star Vanijya Private Limited

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi

Sharda Todi
Director
DIN: 01351603

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines
10, Civil Lines,
Moradabad-244001

Tel: +91-591-2436415
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Email pradeepfca@gmail.com

Independent Auditor's Report

To the Board of Directors
Sunima Trading Private Limited

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of Sunima Trading Private Limited ("the Company"), which comprise the balance sheet as at **30th September 2021**, and the statement of Profit and Loss and Cash Flow Statement and the statement of changes of equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30th, 2021, and its Loss and its cash flows for the period ended on that date.

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

Emphasis of Matter
We draw attention to describe the uncertainties and impact of COVID-19 pandemic on the Company's results as assessed by the management that the company has Long-term Investment and there will be no material impact on value of investment in long run and impact shown in Other Comprehensive income is temporary in nature. Our opinion is not modified in respect of this matter.

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we

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have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate Internal Financial Controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;

e) On the basis of the written representations received from the directors as on 30th September, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 30th September, 2021 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Pradeep Hari & Co.**
Chartered Accountants
ICAI Firm registration no. 006542C

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Pradeep Kapoor
Proprietor
Membership No. 074491

Moradabad, October 27, 2021

UDIN: 21074491AAAATW6249

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Balance Sheet as at September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021	March 31, 2021
ASSETS			
Non-Current Assets			
Financial Assets			
Investments	2	18,22,48,670	18,22,48,670
Others			
Non-financial assets	5	6,10,94,000	6,11,50,000
Tax assets	3	-	-
		24,33,42,670	24,33,98,670
Current Assets			
Financial Assets			
Cash and cash equivalents	4	2,46,830	2,61,074
Non-financial assets	5	5,821	6,093
		2,52,651	2,67,167
TOTAL		**24,35,95,321**	**24,36,65,837**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7	34,00,000	34,00,000
Other Equity	8	17,70,66,701	17,70,68,444
Total equity		**18,04,66,701**	**18,04,68,444**
Non-Current Liabilities			
Financial Liabilities			
Borrowings	9	5,76,86,081	5,77,39,854
Other liabilities	10	-	-
Deferred Tax Liability	6	54,27,539	54,27,539
		6,31,13,620	**6,31,67,393**
Current Liabilities			
Financial Liabilities			
Borrowings	9	-	-
Other liabilities	10	15,000	30,000
Tax Liabilities (Net)	3	-	-
Non-financial liabilities	11	-	-
		15,000	30,000
		24,35,95,321	**24,36,65,837**
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No. 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of SUNIMA TRADING PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi
Managing Director
DIN: 02260178

Sharda Todi
Director
DIN: 01351603

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Statement of profit and loss for the period ended September 30, 2021

(Amount in Rs.)

Particulars	Note	Sept 30, 2021	March 31, 2021
INCOME			
Revenue from Operations	12	57,130	1,37,690
Other income	13	604	-
Total Income		**57,734**	**1,37,690**
EXPENDITURE			
Other Expenses	14	59,477	1,14,750
Finance Cost	15	-	-
Total Expenses		**59,477**	**1,14,750**
Profit before tax		**(1,743)**	**22,940**
Tax Expenses	16		
Current tax		-	3,579
Earlier Year Tax		-	-
Deferred tax		-	-
Mat Credit Entitlement		-	(3,579)
Total tax expense		-	-
Profit for the year		**(1,743)**	**22,940**
Other Comprehensive Income (OCI)	17		
Items that will not be reclassified to profit or loss			
Re-measurement gains on defined benefit plans			
Net gain on FVTOCI equity Securities		-	(29,79,422)
Income tax effect relating to items that will not be reclassified to profit or loss		-	7,74,650
Net Impact on FVTOCI equity Securities		-	(22,04,772)
Total Other Comprehensive Income for the year, net of tax		(1,743)	(21,81,832)
Earnings per equity share	18		
Basic and Diluted earnings per share (In Indian Rupees per share)		(0.01)	0.07
Nominal value per equity share (In Indian Rupees per share)		10.00	10.00
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No. : 074491

Moradabad, October 27, 2021

For and on behalf of the Board of Directors of
SUNIMA TRADING PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Director
DIN: 01351603

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Cash Flow Statement for the period ended on 30.09.2021

PARTICULARS	Current Period As At 30.09.2021		Previous Year As At 31.03.2021	
A. Cash Flow From Operating Activities:				
Net Profit(Loss) Before Tax and Extra Ordinary Items		(1,743)		22,940
Adjustments For:				
Depreciation	-		-	
Non Cash Expenses Written off (Net)	-		-	
(Profit)/Loss on Sale of Fixed Assets	-	-	-	-
Operating Profit Before Working Capital Changes		(1,743)		22,940
Adjustments For:				
Trade and Other Receivables	56,272		(2,527)	
Other Liabilities	(15,000)		-	
		41,272		(2,527)
Cash Generated Form Operations After Adjustments For Working Capital Changes		39,529		20,413
Direct Taxes	-	-	-	(3,579)
Cash Flow After Adjusted For Working Capital Changes But Before Extra Ordinary Items		39,529		16,835
Extra Ordinary Items (Net)		-		-
Net Cash From Operating Activities		39,529		16,835
B. Cash Flow From Investing Activities				
Sale of Fixed Assets	-		-	
Purchase/Sale of Investments	-		-	
Net Cash Used In Investing Activities		-		-
C. Cash Flow From Financing Activities				
Proceeds From Issue Of Share Capital	-		-	
Receipts of Long Term Advances (Net)	-		-	
Receipts/Payments of Short Term Borrowing (Net)	(53,773)		1,00,416	
Net Cash Surplus/Used in Financing Activities		(53,773)		1,00,416
Net Increase/(Decrease) in Cash And Cash Equivalents		(14,244)		1,17,251
Cash And Cash Equivalents at the beginning of the Year		2,61,074		1,43,824
Cash And Cash Equivalents at the end of the Year		2,46,830		2,61,074
(Cash and Cash Equivalent Represent Cash and Bank Balances)				

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
ICAI Firm Regn. No. 006542C

Pradeep Kapoor
Proprietor
Membership No.: 074491

Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the Board
SUNIMA TRADING PRIVATE LIMITED

Sharda Todi

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi
Director
DIN: 01351603

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Statement of Changes in Equity for the period ended Sept. 30, 2021

(Amount in Rs.)

a. Equity Share Capital

Equity Shares of Rs. 10 each issued, subscribed and fully paid up	Sept 30, 2021		March 31, 2021	
	No.	Amount	No.	Amount
At the beginning of the year	3,40,000	34,00,000	3,40,000	34,00,000
Issued during the year	-	-	-	-
At the end of the year	3,40,000	34,00,000	3,40,000	34,00,000

b. Other Equity

	Reserves and Surplus		Items of OCI	Total Equity
	Securities Premium	Retained Earnings	FVTOCI Reserve	
At March 31, 2020	16,17,00,000	(1,43,675)	1,76,93,951	17,92,50,276
Profit for the year	-	22,940	-	22,940
Other Comprehensive Income/(loss) for the year	-	-	(22,04,772)	(22,04,772)
At March 31, 2021	16,17,00,000	(1,20,735)	1,54,89,179	17,70,68,444
Profit for the year	-	(1,743)	-	(1,743)
Other Comprehensive Income/(loss) for the year	-	-	-	-
At September 30, 2021	16,17,00,000	(1,22,478)	1,54,89,179	17,70,66,701

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Pradeep Kapoor
Proprietor
Membership No. 074491

Moradabad, October 27, 2021

For and on behalf of the Board of Directors of
SUNIMA TRADING PRIVATE LIMITED

Banwari Lal Todi
Managing Director
DIN: 02260178

Sharda Todi

Sharda Todi
Director
DIN: 01351603

1. Significant Accounting Policies

1.1 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The financial statements are presented in Indian Rupees (INR) except when otherwise indicated.

1.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

c. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax / value added tax (VAT) / Service tax / Goods and service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances.

Rendering of services

Revenue from service contracts are recognised as and when services are rendered.

Commission Income

Revenue of commission are recognised as and when services are rendered.

Interest income

For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

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

e. **Government Grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. **Taxes**

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised.

g. **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

h. **Impairment of Non- Financial Assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss.

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

i. **Provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. **Other Litigation claims**

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

k. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity Instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
    (i) the Company has transferred substantially all the risks and rewards of the asset, or
    (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

l. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

m. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

n. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

As per our report of even date

For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the board
Sunima Trading Private Limited

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi

Sharda Todi
Director
DIN: 01351603

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Notes to the financial statements for the period ended September 30, 2021

(Amount in Rs.)

2 Investments

	Sept 30, 2021	March 31, 2021
Non-Current		
Investment in Equity Instruments (Unquoted)	9,32,48,670	9,32,48,670
Investment in Preference Shares-Unquoted, fully paid up	8,90,00,000	8,90,00,000
	18,22,48,670	**18,22,48,670**
Investment in Equity Instruments (Unquoted) (at Fair value through Other Comprehensive Income)		
1862069, (31 March 2021: 1862069) Equity Shares of Rs. 10/- each in Yajur Commodities Ltd.(Formerly Known Virtuous Urja Ltd)	4,54,34,484	4,54,34,484
46979, (31 March 2021: 46979) Equity Shares of Rs. 10/- each in Genus Innovation Ltd	76,29,390	76,29,390
385, (31 March 2021: 385) Equity Shares of Rs. 100/- each in Sukhvarsha Distributors (P) Ltd	38,500	38,500
1918000, (31 March 2021:1918000) Equity Shares of Rs. 10/- each in Genus Apparels Ltd.	4,01,43,740	4,01,43,740
01, (31 March 2021: 01) Equity Shares of Rs.10./- each in Hi Print Electromack Pvt Ltd.	2,557	2,557
	9,32,48,670	**9,32,48,670**
In Preference Shares-Unquoted, fully paid up		
132500, (31 March 2021: 132500) Redeemable Preference Shares of Rs. 100/- each in Yajur Commodities Ltd. (Formerly Known Virtuous Urja Ltd)	2,65,00,000	2,65,00,000
128650, (31 March 2021: 155000) Preference Shares of Rs. 100/- each in Genus International Commodities Ltd	1,28,65,000	1,28,65,000
26350, (31 March 2021: NIL) NCRPS-Cumulative of Rs. 100/- each in Hi Print Electromack Pvt Ltd	26,35,000	26,35,000
65100, (31 March 2021:70000) Preference Shares of Rs. 100/- each in Shares in Kailash Vidyut & Ispat Ltd	65,10,000	65,10,000
4900, (31 March 2021: NIL) NCRPS-Non Cumulative Shares of Rs. 100/- each in Hi Print Electromack Pvt Ltd	4,90,000	4,90,000
636800, (31 March 2021: 636800) Optionally Convertible Preference Shares of Rs. 10/- each in Shares in Hi Print Electromack Pvt Ltd	4,00,00,000	4,00,00,000
	8,90,00,000	**8,90,00,000**

3 Non-current tax assets and current tax liabilities

	Sept 30, 2021	March 31, 2021
Non-current tax assets		
Advance Income tax (Net of provision for tax)		
	-	-
Current tax liabilities		
Provision for tax (net of advance tax payments)		
	-	-

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

4 **Cash and Bank Balances**

A) Cash and cash equivalents

	Sept 30, 2021	March 31, 2021
Current		
Balance with banks:		
On current accounts	1,69,027	1,67,416
Cheques in Hand	-	-
Cash on hand	77,803	93,658
	2,46,830	**2,61,074**

Breakup of financial assets carried at amortised cost / fair value

	Sept 30, 2021	March 31, 2021
Investments	18,22,48,670	18,22,48,670
Cash and Bank balances	2,46,830	2,61,074
	18,24,95,500	**18,25,09,744**

5 **Non-financial assets**

(Unsecured, considered good)

A) Non-current

	Sept 30, 2021	March 31, 2021
Advances recoverable in cash or kind	6,10,94,000	6,11,50,000
	6,10,94,000	**6,11,50,000**

B) Current

	Sept 30, 2021	March 31, 2021
Other Advances	437	-
Balance with statutory/government authorities	5,384	6,093
	5,821	**6,093**

6 **Deferred Tax Liability**

	Sept 30, 2021	March 31, 2021
Deferred tax liability arising on account of timing differences relating to:		
Impact on account of investment carried at FVTPL		
Impact on account of investment carried at FVTOCI	54,42,144	54,42,144
A	54,42,144	54,42,144
Deferred tax asset arising on account of timing differences relating to:		
MAT credit entitlement	14,605	14,605
Other		
B	14,605	14,605
(A-B)	54,27,539	54,27,539

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Notes to the financial statements for the period ended September 30, 2021

7 **Equity share capital**

	Sept 30, 2021	March 31, 2021
Authorised		
350000 (March 31, 2021 :350000) equity shares of Rs.10 each	35,00,000	35,00,000
Issued, subscribed and fully paid-up shares		
340000 (March 31, 2021: 340000) equity shares of Rs.10 each	34,00,000	34,00,000
	34,00,000	**34,00,000**

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

Equity shares	Sept 30, 2021		March 31, 2021	
	Numbers	Value	Numbers	Value
At the beginning of the year	3,40,000	34,00,000	3,40,000	34,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	**3,40,000**	**34,00,000**	**3,40,000**	**34,00,000**

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

The Company has only one class of equity shares having a par value of Re.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees, whenever approved by shareholders. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	Sept 30, 2021		March 31, 2021	
	Numbers	% holding	Numbers	% holding
Genus Prime Infra Ltd. (inclusive of shares held by its nominees)	340000	100.00%	340000	100.00%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

8 **Other Equity**

	Sept 30, 2021	March 31, 2021
Securities Premium Account	16,17,00,000	16,17,00,000
Retained earnings	(1,22,478)	(1,20,735)
FVTOCI Reserve	1,54,89,179	1,54,89,179
	17,70,66,701	17,70,68,444

The movement in balance of other equity is as follows:

	Sept 30, 2021	March 31, 2021
Securities Premium Account		
As per last balance sheet	16,17,00,000	16,17,00,000
Add: Additions during the year	-	-
Closing balance	16,17,00,000	16,17,00,000
Retained earnings		
Balance as per last financial statements	(1,20,735)	(1,43,675)
Add: Profit for the year	(1,743)	22,940
Net surplus in the statement of profit and loss	(1,22,478)	(1,20,735)
FVTOCI Reserve		
As per last balance sheet	1,54,89,179	1,76,93,951
Add: Additions during the year	-	(22,04,772)
Closing balance	1,54,89,179	1,54,89,179
	17,70,66,701	17,70,68,444

9 **Borrowings**

A) **Non Current borrowings**

	Sept 30, 2021	March 31, 2021
From Banks (secured)		
Term loans	-	-
Other loans (unsecured)		
From other Parties	5,76,86,081	5,77,39,854
TOTAL	5,76,86,081	5,77,39,854
The above amount includes:		
Secured borrowings	-	-
Unsecured borrowings	5,76,86,081	5,77,39,854

B) **Current borrowings**

	Sept 30, 2021	March 31, 2021
Current Maturities of Non Current borrowings		
From Banks (secured)		
Term loans	-	-
Other short term borrowings		
Cash credit from banks (Secured)	-	-
	-	-
Less : Amount disclosed under other current liabilities	-	-
TOTAL	-	-
The above amount includes:		
Secured borrowings		

PRADEEP MARI & CO. MORADABAD CHARTERED ACCOUNTANTS

10 **Other liabilities**

Current

	Sept 30, 2021	March 31, 2021
Current maturities of long-term borrowings	-	-
Expenses Payable	15,000	30,000
	15,000	**30,000**
Breakup of financial liabilities carried at amortised cost		
	Sept 30, 2021	**March 31, 2021**
Borrowing	-	-
Other liabilities	15,000	30,000
	15,000	**30,000**

11 **Non-financial liabilities**

	Sept 30, 2021	March 31, 2021
Statutory liabilities	-	-
	-	-

PRADEEP HARI & CO. MURADABAD CHARTERED ACCOUNTANTS

SUNIMA TRADING PRIVATE LIMITED
CIN: U51909UP2008PTC093671
Notes to the financial statements for the period ended September 30, 2021

12 Revenue from Operations

	Sept 30, 2021	March 31, 2021
Commission on Sales	57,130	1,37,690
	57,130	**1,37,690**

13 Other income

	Sept 30, 2021	March 31, 2021
Other non-operating income		
Interest Income	604	
	604	-

14 Other Expenses

	Sept 30, 2021	March 31, 2021
Bank Charges	59	118
Accounting Charges	14,000	28,000
Advertisement & Publicity		-
Demat Expenses	1,063	322
Filing Fees	500	2,000
Legal & Professional Expenses	27,000	51,250
Conveyance/Travelling	630	870
Printing & Stationery	535	780
Postage & Telephone Charges	690	1,410
Professional Charges	-	-
Payment to Auditors (Audit fee)	15,000	30,000
Rates & Taxes		
	59,477	**1,14,750**

15 Finance Cost

	Sept 30, 2021	March 31, 2021
Interest on loans from banks	-	-
Interest on others	-	-
	-	-

16 Tax Expenses

(a) Tax charge

	Sept 30, 2021	March 31, 2021
The Major component of income tax expenses are as follows:		
Current income tax:		
Current income tax charges	-	3,579
Adjustment in respect of current income tax of previous years	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	-	-
Income tax expenses reported in the statement of profit or loss	-	**3,579**
OCI Section		
Deferred tax related to items recognised in OCI during the year:		
	Sept 30, 2021	**March 31, 2021**
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	-	7,74,650
Income tax charged to OCI	-	**7,74,650**

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

(b) Reconciliation of effective tax rate:

	Sept 30, 2021	March 31, 2021
Profit before tax (A)	(1,743)	22,940
Enacted tax rate in India (B)	15.60%	15.60%
Expected Tax Expenses (C= A*B)	-	3,579
Actual Tax expense (net off tax for earlier years)	-	3,579
Difference (Note A)	-	-

Note A

	Sept 30, 2021	March 31, 2021
Other than temporary difference		
MAT Credit not Recognised	-	-
Short Provisions	-	-
MAT and Other benefits allowed under various provision	-	3,579
	-	3,579

17 Other Comprehensive Income (OCI)

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

	Sept 30, 2021	March 31, 2021
Remeasurement of Financial assets	-	(29,79,422)
Tax on same	-	7,74,650
Total	-	(22,04,772)

18 Earnings per equity share

	Sept 30, 2021	March 31, 2021
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Profit available for equity shareholders	(1,743)	22,940
Weighted average number of equity shares in computing basic EPS	3,40,000	3,40,000
Face value of each equity share (Rs.)	10.00	10.00
Earnings per equity share: Basic and Diluted (Rs.)	(0.01)	0.07

19 Contingent Liability

	Sept 30, 2021	March 31, 2021
Income Tax Claims not acknowledged as debts	-	-
	-	-

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

20. Notes to the standalone financial statements for the half year ended September 30, 2021

1. In the opinion of the Boards 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 Provision for all known liabilities are adequate and not in excess of amount considered reasonably necessary.

2. Managerial Remuneration u/s 197 of the Companies Act, 2013 paid / payable during financial year to the Directors are as under:

	Current Period (Rs.)	Previous Year (Rs.)
Salaries and Allowances	NIL	NIL

Computation of Net Profit in accordance with section 198 of the Companies Act, 2013 is not given, as company has not paid any commission to any of its directors.

3. **Related Party Disclosure:**

(i) Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below:

(a) Key Management Personnel and their relatives	: Banwari Lal Todi (Director) : Sharda Todi (Director)
(b) Enterprises controlled by Key Management personnel and Individual having significant Influence	: NIL
(c) Holding Company	: Genus Prime Infra Limited

(ii) Detail of transaction with related parties : NIL

4. During the year, the Board of Directors ("The Board") of the Company has approved the scheme of arrangement u/s 230-232 of the Companies Act, 2013 between the companies as follows:
   - Amalgamation of the company into Genus Prime Infra Limited (100 % Holding Company).

5. The company has made assessment of the uncertainties and the impact of the Covid-19 pandemic on its results as assessed by the Management. The actual results may differ from such estimates depending on future developments.

6. Previous year figures have been reworked, rearranged, regrouped and reclassified, wherever considered necessary.

As per our report of even date
For Pradeep Hari & Co.
Chartered Accountants
FRN: 006542C

Pradeep Kapoor
Proprietor
Membership No.074491
Moradabad, October 27, 2021

PRADEEP HARI & CO. MORADABAD CHARTERED ACCOUNTANTS

For and on behalf of the board
Sunima Trading Private Limited

Banwari Lal Todi
Director
DIN: 02260178

Sharda Todi

Sharda Todi
Director
DIN: 01351603

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
THE SKYVIEW 10,
18th Floor, North Lobby, Survey No 83/1, Raidurgam,
Hyderabad – 500 032, India.

KAPOOR PATNI & ASSOCIATES
Chartered Accountants
F-7, Krishna Mall,
Near Laxmi Mandir, Tiraha,
Jaipur - 302 015, India

INDEPENDENT AUDITOR'S REPORT

To the Members of Genus Power Infrastructures Limited

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of Genus Power Infrastructures Limited ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note no. 2.1 to the standalone financial statements, which describes the uncertainties and impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our opinion in not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Certified true Copy

For Genus Power Infrastructures Ltd.

Company Secretary

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

Key audit matters	How our audit addressed the key audit matter
Trade receivables and contract assets ***(as described in note 10 of the Standalone Financial Statements)***	
As at March 31, 2021, the Company has outstanding trade receivables of Rs. 56,534.52 Lakhs which represents approximately 41% of the total assets of the Company. In assessing the recoverability of the trade receivables and determination of allowance for expected credit loss, management's judgement involves consideration of aging status, historical payment records, evaluation of claims for deficiencies/ defective parts, the likelihood of collection based on the terms of the contract and the credit information of its customers including the possible effect from the pandemic relating to COVID-19. We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgements as stated above.	Our audit procedures included the following: - We understood and tested on a sample basis the design and operating effectiveness of management control over the recognition and the recoverability of the trade receivables and contract assets. - We performed test of details and tested relevant contracts, documents and subsequent settlements for material trade receivable balances and amounts included in contract assets that are due on performance of future obligations. - We tested the ageing of receivables as at year end and their classification as due/not due by comparing them with the relevant contractual payment milestones. - In respect of material trade receivable balances which are past due, additional procedures were performed i.e. testing of customer acceptances, review of historical payment records, correspondence with customers, etc. - We tested the design, implementation and operative effectiveness of management's key internal controls over allowance for credit losses. - We assessed the allowance for expected credit loss made by management including the possible effect from the pandemic relating to COVID-19.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Utilisation of Minimum Alternate Tax ('MAT') Credit included under deferred tax assets (net) ***[as described in note 12 of the Consolidated Financial Statements]***	
The Company has deferred tax assets arising primarily on account of MAT Credit entitlement of Rs. 656.25 lakhs. The Company avails tax holiday benefits for certain plants which resulted in such MAT credit entitlements. The utilization of MAT credit depends on the ability of the Company to earn adequate taxable income to utilize the MAT Credit. In order to assess the utilization of MAT credit, the Company has prepared forecast of future taxable income based on revenue and profit projections which involves judgements and estimations including the estimates of profits relating to taxable and non-taxable units and the possible effect from the pandemic relating to COVID-19. We have identified this as a key audit matter, due to the judgement and estimation involved in the preparation of the forecasted future taxable income for the utilization of MAT credit.	Our procedures included the following: - Assessing the eligibility of MAT credit recognized and the judgements and estimated applied to determination of forecasted future taxable income to support the recognition of MAT credit entitlement; - Assessing the historical accuracy of management's estimation of forecast taxable income; - Testing the inputs and assumptions used in the preparation of forecasted taxable income (including the possible effect from the pandemic relating to COVID-19) against historical levels of taxable profits; - Evaluating the basis used in determining the forecasted income of taxable and non-taxable units including allocations of costs; - Reviewing correspondences/returns submitted to the relevant tax authorities and compared these with the basis for accounting entries; - Assessing the related disclosures in Note 12 to the Standalone Financial Statements.

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

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this Auditor's report

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

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

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Responsibilities of Management for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone financial statements

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

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

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

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 34B to the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 18 to the standalone financial statements; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Shankar Srinivasan
Partner
Membership Number: 213271
UDIN: 21213271AAAABQ1301

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place of Signature: Hyderabad
Date: May 28, 2021

For KAPOOR PATNI & ASSOCIATES
Chartered Accountants
Firm Registration Number: 019927C

per Abhinav Kapoor
Partner
Membership Number: 419689
UDIN: 21419689AAAAAO4441

Place of Signature: Jaipur
Date: May 28, 2021

Annexure 1 referred to the Independent Auditor's Report

Re: Genus Power Infrastructures Limited ("the Company")

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) (a) The Company had granted loans, the principal and interest thereof are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grants and loans are not prejudicial to the Company's interest.

(b) The Company had granted loans that are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. The loan has been fully repaid during the year along with interest and there has been no default on the part of the parties to whom the money has been lent.

(c) There are no overdue amounts in respect of the loan granted to a company covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.

(v) The Company has not accepted any deposits from the public.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture or service of electricals and electronic machinery, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other material statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax and cess on account of any dispute, are as follows:

Name of the Statue	Nature of the Dues (including interest and penalty where applicable)	Forum	Period to which amount relates	Gross Amount (Rs. In Lacs)	Amount Deposited under Protest (Rs. In Lacs)	Net Amount (Rs. In Lacs)
The Finance Act, 1994	Service Tax	Rajasthan High Court, Jaipur	2006 - 2007	132.69	-	132.69
		Rajasthan High Court, Jodhpur	2010 – 2013	165.44	-	165.44
		The Commissioner Appeals, Dehradun	April 2017 to June 2017	7.66	-	7.66
The Central Sales Tax Act, 1956	Sales Tax	Assessing officer	2009 – 2010	3.05	0.76	2.29
		Assistant Commissioner	2010 – 2011	243.47	42.42	201.05
		Joint Commissioner (Appeals)	2008 – 2009	263.62	160.00	103.62
		Deputy Commissioner (Appeals)	2010 – 2017	78.01	30.08	47.93
		Uttarakhand Joint Commissioner (Appeals)	2014 – 2017	1,318.81	75.77	1,243.04
		Rajasthan Tax Board	2007 - 2009	913.61	39.93	873.68

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Name of the Statue	Nature of the Dues (including interest and penalty where applicable)	Forum	Period to which amount relates	Gross Amount (Rs. In Lacs)	Amount Deposited under Protest (Rs. In Lacs)	Net Amount (Rs. In Lacs)
The Bihar Value Added Tax Act, 2005	Value Added Tax	Joint Commissioner (Appeals)	2006 – 2009 2015 – 2016	19.50	5.77	13.73
		Assistant Commissioner	2009 – 2010	40.67	10.17	30.50
		Commissioner	2009 – 2001	375.29	117.54	257.75
		Deputy Commissioner (Appeals)	2011 - 2012	13.30	3.27	10.03
		Assessing Officer	2013 - 2014	31.54	1.50	30.04
The Rajasthan Value Added Tax Act, 2003	Value Added Tax	Rajasthan Tax Board	2008 – 2009	40.26	0.83	39.43
		Deputy Commissioner Appeals	2010 – 2016	63.51	28.48	35.03
The West Bengal Value Added Tax Act, 2003	Value Added Tax	Tribunal	2013 - 2014	14.69	5.50	9.19
Customs Act, 1962	Customs	CESTAT	July 2014 to April 2019	650.88	48.82	602.06
Income Tax Act, 1961	Income Tax	Commissioner of Income tax (Appeals)	2009 – 2010 2015 – 2017	142.04	22.00	120.04

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, debenture holders, bank or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were

S.R. BATLIBOI & ASSOCIATES LLP ★ HYDERABAD ★ CHARTERED ACCOUNTANTS raised. The Company has not raised any money way of initial public offer/further public offer/debt instruments and hence, not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number:101049W/E300004

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

per Shankar Srinivasan
Partner
Membership Number: 213271
UDIN: 21213271AAAABQ1301

Place of Signature: Hyderabad
Date: May 28, 2021

For KAPOOR PATNI & ASSOCIATES
Chartered Accountants
Firm Registration Number: 019927C

per Abhinav Kapoor
Partner
Membership Number: 419689
UDIN:21419689AAAAAO4441

Place of Signature: Jaipur
Date: May 28, 2021

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
THE SKYVIEW 10,
18th Floor, North Lobby, Survey No 83/1, Raidurgam,
Hyderabad - 500 032, India.

KAPOOR PATNI & ASSOCIATES
Chartered Accountants
F-7, Krishna Mall,
Near Laxmi Mandir, Tiraha,
Jaipur - 302 015, India

Annexure – 2 to the Independent Auditor's Report of even date on the standalone financial statements of Genus Power Infrastructures Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Genus Power Infrastructures Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number:101049W/E300004

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

per Shankar Srinivasan
Partner
Membership Number: 213271
UDIN:21213271AAAABQ1301

Place of Signature: Hyderabad
Date: May 28, 2021

For KAPOOR PATNI & ASSOCIATES
Chartered Accountants
Firm Registration Number: 019927C

per Abhinav Kapoor
Partner
Membership Number: 419689
UDIN:21419689AAAAAO4441

Place of Signature: Jaipur
Date: May 28, 2021

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Balance Sheet as at March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non current assets			
Property, plant and equipment	3	14,599.94	15,614.52
Capital work-in-progress	3	8.38	77.86
Intangible assets	3	163.37	133.31
Right of use assets	3	1,501.15	1,582.02
Investment in associates	4	1,652.09	1,590.00
Financial assets			
Investments	5A	7,800.47	7,624.05
Loans	6	2,879.43	2,872.11
Other financial assets	7	1,372.63	2,564.04
Non-financial assets	8	809.88	1,158.31
Deferred tax assets (net)	12	334.82	1,989.60
		31,122.16	**35,205.82**
Current assets			
Inventories	9	17,785.82	15,120.37
Financial assets			
Investments	5B	13,475.14	10,260.93
Investment in trust	5B	5,995.08	5,995.08
Loans	6	84.70	137.65
Trade receivables	10	56,534.52	62,921.08
Cash and cash equivalents	11	6,405.79	7,158.85
Other bank balances	11	5,061.96	3,436.20
Other financial assets	7	623.72	715.08
Non-financial assets	8	2,481.45	2,981.47
		1,08,448.18	**1,08,726.71**
TOTAL ASSETS		**1,39,570.34**	**1,43,932.53**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	2,573.59	2,573.59
Other equity	14	90,880.00	85,954.38
Total equity		**93,453.59**	**88,527.97**
Liabilities			
Non current liabilities			
Financial liabilities			
Borrowings	15A	751.71	2,328.61
Leese liabilities	16	4.55	28.96
Other financial liabilities	17	910.11	1,099.63
Provisions	18	3,503.28	3,343.02
Government grants	19	389.47	458.29
Net employee defined benefit liabilities	20	77.75	145.62
		5,636.87	**7,404.13**

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Standalone Balance Sheet as at March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	As at March 31, 2021	As at March 31, 2020
Current liabilities			
Financial Liabilities			
Borrowings	15B	18,703.08	22,385.77
Trade payables	21		
- Micro and small enterprises		1,204.05	2,942.77
- Other than micro and small enterprises		15,393.98	17,097.92
Lease liabilities	16	40.65	80.58
Other financial liabilities	17	1,323.32	1,028.48
Government grants	19	68.82	68.82
Net employee defined benefit liabilities	20	203.64	215.46
Current tax liabilities (net)	22	272.26	281.19
Provisions	18	1,241.21	1,250.73
Non-financial liabilities	23	2,028.87	2,648.71
		40,479.88	48,000.43
TOTAL EQUITY AND LIABILITIES		1,39,570.34	1,43,932.53
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: May 28, 2021

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
ICAI firm registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: May 28, 2021

As per our report of even date
For KAPOOR PATNI & ASSOCIATES
Firm registration number: 019927C
Chartered Accountants

per Abhinav Kapoor
Partner
Membership No.419689

Place: Jaipur
Date: May 28, 2021

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Statement of Profit and Loss for the year ended March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	Year ended March 31, 2021	Year ended March 31, 2020
Income			
Revenue from contracts with customers	24	60,859.73	1,06,039.85
Other income	25	2,673.32	1,911.51
Total income		63,533.05	1,07,951.36
Expenses			
Cost of raw material and components consumed	26	35,565.15	64,572.53
Change in inventories of finished goods and work-in-progress	27	(541.22)	1,829.49
Employee benefit expenses	28	8,780.28	10,871.66
Other expenses	29	6,862.19	11,492.56
Depreciation and amortisation expenses	30	2,175.73	2,214.74
Finance costs	31	2,449.50	3,272.16
Total expenses		55,291.63	94,253.14
Profit before tax		8,241.42	13,698.22
Tax expense			
Current tax		2,845.50	4,667.91
Deferred tax charge/ (credit)		112.84	(515.71)
Tax relating to earlier years		167.44	179.32
Total tax expense	32	3,125.78	4,331.52
Profit for the year		5,115.64	9,366.70
Other Comprehensive Income	33		
Items that will be reclassified to statement of profit or loss			
Items that will not be reclassified to statement of profit or loss			
Re-measurement gain/ (loss) on defined benefit plans		99.15	(156.03)
Net gain/ (loss) on FVTOCI on equity securities		(156.77)	(344.25)
Income tax effect		20.14	174.98
Total other comprehensive income for the year, net of tax		(37.48)	(325.30)
Total comprehensive income for the year, net of tax		5,078.16	9,041.40
Earnings per share (In Indian Rupees per share):	45		
Basic earnings per share		1.99	3.64
Diluted earnings per share		1.99	3.64
Nominal value per equity share		1.00	1.00
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal	**Rajendra Kumar Agarwal**	**Nathu Lal Nama**	**Ankit Jhanjhari**
Chairman	Managing Director & CEO	Chief Financial Officer	Company Secretary
DIN: 00011152	DIN: 00011127		

Place: Jaipur
Date: May 28, 2021

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
ICAI firm registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271

Place: Hyderabad
Date: May 28, 2021

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

As per our report of even date
For KAPOOR PATNI & ASSOCIATES
Firm registration number: 019927C
Chartered Accountants

per Abhinav Kapoor
Partner
Membership No.419689

Place: Jaipur
Date: May 28, 2021

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Statement of Cash Flows for the year ended March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
Profit before tax	**8,241.42**	**13,698.22**
Cash flows from operating activities		
Adjustments for :		
Depreciation and amortisation expenses	2,175.73	2,214.74
Loss on sale of property, plant and equipment (net)	131.56	166.48
Income from government grants	(68.82)	(103.09)
Provision for expected credit losses and bad debts written off (net)	933.91	1,615.17
Interest expense	2,449.50	3,272.16
Interest income	(1,511.71)	(1,257.82)
Gain on financial instruments at fair value through profit or loss	(556.94)	(300.07)
Share based payment expense	77.28	43.88
Net loss/ (gain) on foreign exchange fluctuations (unrealised)	(43.29)	457.94
Liabilities no longer required written back	(38.20)	(122.10)
Operating profit before working capital changes	**11,790.44**	**19,685.51**
Movement in working capital:		
Decrease/ (increase) in inventory	(2,665.45)	5,553.81
Decrease/ (increase) in trade receivables	6,345.23	(7,383.99)
Decrease in loans and other financial assets	148.90	339.83
Decrease in non-financial assets	723.98	12.74
Decrease in trade payables	(3,361.19)	(3,870.69)
Decrease/ (Increase) in financial, non-financial liabilities and provisions	(700.20)	1,084.11
Cash generated from operations	**12,281.71**	**15,421.32**
Income tax paid (net)	(1,459.79)	(2,061.55)
Net cash flows from operating activities (A)	**10,821.92**	**13,359.77**
Cash flows used in investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress, capital advances and capital creditors	(1,178.20)	(2,100.08)
Proceeds from sale of property, plant and equipment	5.66	49.41
Investment in associates	(62.09)	-
Investment in equity/ preference shares	-	(800.00)
Loan given to a company*	-	-
Sale of current investments	4,112.87	10,126.26
Purchase of current investments	(6,770.14)	(7,681.99)
Decrease in margin money deposits (net)	(1,208.31)	(1,527.42)
Interest received	1,166.63	651.88
Net cash flows used in investing activities (B)	**(3,933.58)**	**(1,281.94)**

* During the year, the Company has given loan to a company amounting to Rs. 1,600 Lacs (March 31, 2020: Rs.1310.20 Lacs) and the same has been repaid back to the Company.

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Standalone Statement of Cash Flows for the year ended March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Year ended March 31, 2021	Year ended March 31, 2020
Net cash flows used in financing activities		
Repayment of long - term borrowings	(1,205.19)	(612.78)
Proceeds of long - term borrowings	-	437.55
Proceeds / (Repayment) of short - term borrowings (net)	(1,306.83)	(3,764.01)
Government Grant Received	-	427.86
Dividend and tax on dividend paid	(231.01)	(1,600.76)
Interest paid	(2,522.51)	(3,206.13)
Net cash flows used in financing activities (C)	**(5,265.54)**	**(8,318.27)**
Increase in cash and cash equivalents (A+B+C)	1,622.80	3,759.56
Cash and cash equivalents at the beginning of the year	(12,545.61)	(16,305.17)
Cash and cash equivalents at the year end	**(10,922.81)**	**(12,545.61)**
Components of cash and cash equivalents:		
Balance with banks:		
In current account	652.48	58.91
In cash credit account	432.22	799.90
In foreign currency account	7.24	8.19
In deposits with original maturity of less than three months	5,255.23	5,200.15
In unpaid dividend account*	48.30	49.49
Remittances in transit	-	1,030.18
Cash in hand	10.32	12.03
Cash credit from banks	(17,328.60)	(19,704.46)
Total cash and cash equivalents	**(10,922.81)**	**(12,545.61)**

* Can be utilised only for payment of dividend.

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: May 28, 2021

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
ICAI firm registration number:101049W/E300004
Chartered Accountants

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

per Shankar Srinivasan
Partner
Membership No.213271

Place: Hyderabad
Date: May 28, 2021

As per our report of even date
For KAPOOR PATNI & ASSOCIATES
Firm registration number: 019927C
Chartered Accountants

per Abhinav Kapoor
Partner
Membership No.419689

Place: Jaipur
Date: May 28, 2021

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Statement of Changes in Equity for the year ended March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

(a) Equity share capital

Equity shares of Re.1 each, fully paid up	March 31, 2021		March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	25,73,58,965	2,573.59	25,73,58,965	2,573.59
Issued during the year under Employee Stock Option Plan	-	-	-	-
At the end of the year	25,73,58,965	2,573.59	25,73,58,965	2,573.59

(b) Other Equity

Particulars	Reserves and surplus					Items of OCI	Total
	Capital reserve	Securities premium	Share based payment	General reserve	Retained earnings	Equity instruments through OCI	
As at April 01, 2019	294.62	8,163.42	29.08	11,867.20	57,206.66	915.05	78,476.03
Profit for the year	-	-	-	-	9,366.70	-	9,366.70
Re-measurement gains / (loss) on defined benefit plans	-	-	-	-	(101.46)	-	(101.46)
Net gain/ (loss) on FVTOCI on equity securities	-	-	-	-	-	(223.84)	(223.84)
Total Comprehensive Income	-	-	-	-	9,265.24	(223.84)	9,041.40
Reclassification from OCI to retained earnings	-	-	-	-	26.95	(26.95)	-
Compensation cost of options granted	-	-	43.88	-	-	-	43.88
Dividend on equity shares - (Note 14A)	-	-	-	-	(1,332.93)	-	(1,332.93)
Tax on dividend on equity shares - (Note 14A)	-	-	-	-	(274.00)	-	(274.00)
As at March 31, 2020	294.62	8,163.42	72.96	11,867.20	64,891.92	664.26	85,954.38
Profit for the year	-	-	-	-	5,115.64	-	5,115.64
Re-measurement gains / (loss) on defined benefit plans	-	-	-	-	64.51	-	64.51
Net gain/ (loss) on FVTOCI on equity securities	-	-	-	-	-	(101.99)	(101.99)
Total Comprehensive Income	-	-	-	-	5,180.15	(101.99)	5,078.16
Reclassification from OCI to retained earnings	-	-	-	-	(20.81)	20.81	-
Compensation cost of options granted	-	-	77.28	-	-	-	77.28
Dividend on equity shares - (Note 14A)	-	-	-	-	(229.82)	-	(229.82)
As at March 31, 2021	294.62	8,163.42	150.24	11,867.20	69,821.44	583.08	90,880.00

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: May 28, 2021

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
ICAI firm registration number:101049W/E300004
Chartered Accountants

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

per Shankar Srinivasan
Partner
Membership No.213271

Place: Hyderabad
Date: May 28, 2021

As per our report of even date
For KAPOOR PATNI & ASSOCIATES
Firm registration number: 019927C
Chartered Accountants

per Abhinav Kapoor
Partner
Membership No.419689

Place: Jaipur
Date: May 28, 2021

1. Corporate Information

Genus Power Infrastructures Limited (referred to as 'Genus' or the 'Company') is a company domiciled in India. The Company is engaged in the business of manufacturing and providing Metering and Metering solutions and undertaking engineering, Construction and Contracts on turnkey basis (core business division). The company has also been engaged in making strategic investment activity, where under investments are made in shares and securities basis a thorough and systematic evaluation by the Company and the management. The equity shares of the Company are listed on National stock exchange of India limited and BSE Limited. The registered office of the Company is located at G-123, Sector 63 Noida, Uttar Pradesh and corporate office at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur (Rajasthan) 302022.

The Standalone Financial statement were authorised for issue in accordance with a resolution of the directors on May 28, 2021.

2. Significant Accounting Policies

2.1 Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statements.

The standalone financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The standalone financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

Note on Impact of Covid :

The World Health Organization (WHO) declared outbreak of Coronavirus Disease (COVID-19), a global pandemic on March 11, 2020 and consequently there were temporary shutdowns in operations of the Company as per norms laid down by Government of India and State Governments. Subsequently, the manufacturing resumed the operations in a phased manner through the year. Towards the end of the year, the COVID-19 cases in India started rising and as a response there were certain restrictions placed by the Government and the manufacturing facilities of the Company continued to operate with reduced capacity.

Consequently, the Company's operations, revenue and profit during the current and previous period / year were impacted. The Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of all its assets. Based on current indicators of future economic conditions and considering the various measures announced by the government to support businesses, the

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Company expects to fully recover the carrying amount of these assets. The potential future impact of the COVID-19 may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes in future economic conditions and assess the impact on its business.

2.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company in INR at spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at INR spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the

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recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. **Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of certain unquoted financial assets. Involvement of external valuers is decided upon annually by the Board after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

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For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue from Contract with Customer

Revenue from contracts with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

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

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

The specific recognition criteria described below must also be met before revenue is recognised.

Determination of Performance Obligation

Separate performance obligation has been identified in metering projects at contract inception wherein the Company engages itself into Supply and Installation of Meters.

In cases of projects involving supply and installation of bought-out items, the Company has referred to paragraph B19 of Ind AS 115, wherein, the objective of measuring progress in satisfying a performance obligation is not achieved until significant installation of the bought-out item has been made. In such cases, the revenue has been recognised on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation.

Revenue from sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Company considers whether there are other promises in the contract that are separate performance obligation to which a portion of the transaction price needs to be allocated.

Revenue from Installation and other services

The Company provides installation services that are bundled together with the sale of products to a customer. The installation services can be obtained from other providers and do not significantly customise or modify the meter or related products manufactured.

Contracts for bundled sales of meters and related products and installation services are comprised of two performance obligations because the promises to transfer equipment and provide installation services are capable of being distinct and separately identifiable.

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The Company recognises revenue from installation services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from the sale of the meters and related products are recognised at a point in time, generally upon delivery of the equipment.

Revenue from Erection Contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract shall be recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under "Other current assets" and billing in excess of contract revenue has been reflected under "Other current liabilities" in the balance sheet.

Price Escalation and other claims or variations in the contract works are included in contract revenue only when:

i. Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim; and
ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Contract costs

Costs related to work performed in projects are recognised on an accrual basis, and the costs actually incurred in completing the work performed are recognised as an expense, together with those which, even though they are expected to be incurred in the future, have to be allocated to the work completed to date.

Contract modifications

Contract modifications are defined as changes in the scope of the work, other than changes envisaged in the original contract, that may result in a change in the revenue associated with that contract. Modifications to the initial contract require the customer's technical and/or financial approval before billings can be issued and the amounts relating to the additional work can be collected. The Company does not recognise the revenue from such additional work until the customer's either of the technical or financial approval has been obtained. In cases where the additional work has been approved but the corresponding change in price has not been determined, the requirement described below for variable consideration is applied: namely, to recognise revenue for an amount with respect to which it is highly probable that a significant reversal will not occur.

Claims

A claim is a request for payment of compensation from the customer (for example, for compensation, reimbursement of prolongation costs, etc) that is rejected and being disputed by the customer under the contract. The revenue relating to claims which are pending before various judicial authorities are not recognized till the time it is established that such amounts are clearly due and enforceable.

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Interest income

For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

Other Operating Income

The Company presents incentives received related to refund of indirect taxes as other operating income in the statement of profit and loss.

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e., the period for which such credit is allowed to be utilised.

g. **Property, Plant & Equipment**

Property, plant and equipment and capital work in progress are stated at cost, net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other (income)/expense, net" in the statement of profit and loss.

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Depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which is equal to the life prescribed under the Schedule II to the Companies Act, 2013.

The lives of the assets are as follows:

Assets	Life of the assets (In Years)
Buildings	30 - 60
Plant and Equipment	6 - 15
Furniture & Fixtures	10
Vehicles	8
Office Equipment	5
Computers	3-6
Windmill	22

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate.

h. **Intangible Assets**

Costs relating to computer software, which is acquired, are capitalised and amortised on a straight-line basis over their estimated useful lives of three years.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

i. **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. **Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

k. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on weighted average basis.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Components: Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of finished goods includes excise duty.

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- Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

l. Impairment of Non- Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

m. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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Warranty Provision

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Liquidated damages

Provision for liquidated damages are recognised on contracts for which delivery dates are exceeded and computed in reasonable manner.

Other Litigation claims

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

Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

n. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation under purchase unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognised in statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

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Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

The Company treats accumulated leave, as a long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on an actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

o. Share Based Payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the Company or by the counterparty, any remaining element of the fair value of the award is expensed immediately through statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

p. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

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The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI
A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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Debt instrument at FVTPL
FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:
All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Impairment of Financial Assets:
For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
   (i) the Company has transferred substantially all the risks and rewards of the asset, or
   (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

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Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q. Derivative Financial Instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss. The foreign exchange forward are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

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r. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

a. Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

t. Segment reporting

The Company's Chief Operating Decision maker is the Senior Management who evaluates Company's performance and allocates resources based on an analysis of various performance indicators by business verticals. Effective April 01, 2020, the Chief Operating Decision Maker (CODM) reviews the business as two operating segments - 'Metering Business' and 'Strategic Investment Activity'. Segment information has been presented in the Consolidated Financial Statements in accordance with Ind AS 108 notified under the Companies (Indian Accounting Standards) Rules, 2015

Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

u. Contingent Liability and contingent assets

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the

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control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

v. CSR expenditure

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

2.3 Change in accounting policies and disclosures

New and amended standards

The Company applied Ind AS 116 for the first time in previous year. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2020, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective/notified.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The Appendix C to Ind AS 12 addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. Upon adoption of the Appendix C to Ind AS 12, the Company considered whether it has any uncertain tax positions, particularly towards ongoing disputed matters. Upon evaluation, the Company noted that there is no significant impact on application of Appendix C to Ind AS 12.

Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on March 30, 2019 and it supersedes Ind AS 17 Leases, including appendices thereto. It is effective for annual periods beginning on or after April 01, 2019. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The Company has lease contracts of various premises for the purpose of office and warehouses for carrying out its operations. These generally have lease terms between 1 and 3 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

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The Company has elected to apply the standard w.e.f April 01, 2019. The Company also has certain other lease of same kind, with low value and short-term nature. The Company applies the 'lease of low-value assets' and 'short-term assets' recognition exemptions for these leases.

Consequent to application of Ind AS 116, the Company has transferred its Leasehold Land under right-of-use asset and other than that there is no material impact to financial statements. Refer Note-3 to Financial statements for reconciliation.

Amendments to Ind AS 116: Covid-19-Related Rent Concessions.
The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019.

This amendment had no impact on the consolidated financial statements of the Company.

Amendments to Ind AS 1 and Ind AS 8: Definition of Material
The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the standalone financial statements of, nor is there expected to be any future impact to the Company.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020.

The amendments to the definition of material are not expected to have a significant impact on the Company's standalone financial statements.

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Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Notes to the Standalone Financial Statements for the year ended March 31, 2021
(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

3 Property, plant and equipment and intangible assets

	Leasehold land	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Windmill	Total - Property, plant and equipment	ROU Assets	Intangible - Computer software
Gross carrying value (cost or deemed cost)												
At March 31, 2019	1,559.42	600.41	7,171.66	12,472.63	180.55	769.32	114.57	403.78	355.20	23,627.54	-	327.55
Additions	-	-	165.96	1,199.00	18.15	172.52	11.06	114.71	-	1,681.41	-	84.39
Disposals	-	-	-	(780.65)	(4.51)	(152.90)	(8.07)	(47.88)	-	(994.01)	-	(5.22)
Transfer to ROU Assets under Ind AS 116	(1,559.42)	-	-	-	-	-	-	-	-	(1,559.42)	1,559.42	-
ROU Assets-Created under Ind AS 116		-	-	-	-	-	-	-	-	-	194.15	-
At March 31, 2020	-	600.41	7,337.62	12,890.98	194.19	788.94	117.56	470.62	355.20	22,755.51	1,753.57	406.72
Additions	-	-	43.70	948.36	13.68	-	8.34	107.49	-	1,121.57	34.22	91.38
Disposals	-	-	-	(828.19)	(1.78)	(0.34)	(1.22)	(2.62)	-	(834.15)	-	(3.80)
At March 31, 2021	-	600.41	7,381.32	13,011.15	206.09	788.60	124.68	575.49	355.20	23,042.93	1,787.79	494.30
Depreciation and amortisation												
At March 31, 2019	67.57	-	916.64	4,326.34	65.01	251.31	69.83	140.03	101.28	5,938.01	-	216.15
Charge for the year	-	-	243.99	1,552.57	22.08	77.07	14.10	113.40	25.32	2,048.53	103.98	62.23
Disposals	-	-	-	(597.06)	(4.10)	(125.48)	(7.60)	(44.14)	-	(778.38)	-	(4.97)
Transfer to ROU	(67.57)	-	-	-	-	-	-	-	-	(67.57)	67.57	-
At March 31, 2020	-	-	1,160.63	5,281.85	82.99	202.90	76.33	209.29	126.60	7,140.59	171.55	273.41
Charge for the year	-	-	249.36	1,500.91	18.54	79.30	12.59	116.49	25.32	2,002.51	115.09	58.13
Disposals	-	-	-	(695.28)	(1.34)	(0.32)	(1.03)	(2.15)	-	(700.12)	-	(0.61)
At March 31, 2021	-	-	1,409.99	6,087.48	100.19	281.88	87.89	323.63	151.92	8,442.98	286.64	330.93
Net Block												
At March 31, 2020	-	600.41	6,176.99	7,609.13	111.20	586.03	41.23	261.32	228.60	15,614.92	1,582.02	133.31
At March 31, 2021	-	600.41	5,971.33	6,923.67	105.90	506.71	36.79	251.85	203.28	14,599.94	1,501.15	163.37

Capital Work in progress Rs. 8.38 Lacs (March 31,2020 : Rs.77.86 Lacs)

Notes

1. Additions to property, plant and equipment during the year includes capital expenditure towards research centre aggregating to Rs 248.37 (March 31, 2020: Rs.241.91 Lacs) [refer note 44(b)].
2. Refer Note 15 for details of property, plant and equipment pledged as security against borrowings obtained by the Company.

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

		March 31, 2021	March 31, 2020
4	**Investments in associates**		
	Long term, unquoted, in fully paid equity shares at cost		
	49,335 (March 31, 2020: 49,335) Equity Shares of Rs.100 each of M.K.J. Manufacturing Private Limited	600.00	600.00
	10,299,000 (March 31, 2020: 9,900,000) Equity Shares of Rs.10 each of Greentech Mega Food Park Limited	1,052.09	990.00
		1,652.09	**1,590.00**
	Aggregate value of unquoted investments	1,652.09	1,590.00
5	**Investments**		
	A. Non-current investments		
(a.)	**Investment at fair value through OCI (fully paid)**		
i.	**Long term, quoted, in fully paid equity shares**		
	500,000 (March 31, 2020: 500,000) Equity Shares of Re. 1 each in Genus Paper & Boards Limited	35.25	33.27
	(I)	**35.25**	**33.27**
ii.	**Long term, unquoted, in fully paid equity shares**		
	536,912 (March 31, 2020: 536,912) Equity Shares of Rs.10 each of Genus Innovation Limited	871.95	790.39
	6,177,586 (March 31, 2020: 6,177,586) Equity Shares of Rs.10 each of Yajur Commodities Limited	1,507.33	1,747.64
	(II)	**2,379.28**	**2,538.03**
(b.)	**Investment at amortised cost (fully paid)**		
i.	**Long term, unquoted, in fully paid preference shares ***		
	168,000 (March 31, 2020 : 600,000) 6% Redeemable, non cumulative, non convertible preference shares Rs. 100 each of Kailash Industries Limited	32.00	164.72
	55,800 (March 31, 2020 : 60,000) 6% Redeemable, non cumulative, non convertible preference shares Rs.100 each of Kailash Vidyut & Ispat Limited	10.63	16.47
	3,100,000 (March 31, 2020 : 3,100,000) 9% Redemable, cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	3,779.88	3,500.88
	2,200,000 (March 31, 2020 : 2,200,000) 6% Redemable, non-cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	1,188.59	1,100.55
	500,000 (March 31, 2020 : 500,000) 6% Redemable, non-cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	291.75	270.13
	4,36,200 (March 31, 2020 : Nil) 6% Redemable, Non cumulative, non-convertible preference shares of Rs. 100 each of Hi-Print Electromack Private Limited	83.09	-
	(III)	**5,385.94**	**5,052.75**
	(I)+(II)+(III)	**7,800.47**	**7,624.05**

The investment mentioned above are for strategic purpose and accordingly where applicable have been accounted at Fair value through other comprehensive income

* During the current year, consequent to the scheme of arragement between Hi-Print Electromack Private Limited, Kailash Vidyut & Ispat Limited and Kailash Industries Limited , certain Preference Shares Investment in Kailash Vidyut & Ispat Limited and Kailash Industries Limited have been transferred to Hi-Print Electromack Private Limited.

Notes:

		March 31, 2021	March 31, 2020
1	Aggregate value of quoted investments	35.25	33.27
2	Aggregate value of unquoted investments	7,765.22	7,590.78
		7,800.47	**7,624.05**

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

		March 31, 2021	March 31, 2020
	B. Current investments		
(a.)	**Investment at fair value through Profit or Loss**		
i.	**Investment in units of mutual fund**		
	439,166.637 (March 31, 2020: 439,166.637) unit Motilal Oswal Most Focused Multicap 35 Fund - Regular Growth	138.37	85.58
	9,573,091.712 (March 31, 2020: 9,573,091.712) unit SBI Debt Fund Series C - 28 (1,240 Days) Direct Plan Growth	1,197.83	1,103.98
	1,710,000.000 (March 31, 2020: 1,710,000.000) unit SBI Debt Fund Series C - 26 (1,125 Days) Direct Plan Growth	214.98	199.06
	199,990.000 (March 31, 2020: 199,990.000) unit Baroda Dynamic Equity Fund- Regular Growth	28.82	19.78
	1,099,980.000 (March 31, 2020: 1,099,980.000) unit Baroda Equity Savings Fund - Regular Growth	128.37	109.56
	Nil (March 31, 2020: 923,041.421) unit Baroda Short Term Bond Fund - Plan A Growth	-	200.00
	369,971.501 (March 31, 2020: Nil) unit Baroda Large and Mid Cap Fund - Regular Growth	47.39	-
	(I)	1,755.76	1,717.96
ii.	**Investment in units of corporate bonds**		
	50 (March 31, 2020: 50) unit 7.17% RIL 08 Nov 2022	518.58	501.34
	Nil (March 31, 2020: 50) unit 8.37% NABARD 03 Aug 2021	-	514.17
	50 (March 31, 2020: 50) unit 8.50% NABARD 31 Jan 2023	531.22	528.21
	Nil (March 31, 2020: 70) unit 8.70% HDFC 15 Dec 2020	-	709.12
	Nil (March 31, 2020: 100) unit 8.80% LIC HF 24 Dec 2020	-	1,012.30
	20 (March 31, 2020: 20) unit 8.84% PGC 21 Oct 2024	275.56	274.38
	20 (March 31, 2020: 20) unit 8.84% PGC 21 Oct 2025	279.91	278.29
	Nil (March 31, 2020: 50) unit 8.32% Reliance Jio 08 July 2021	-	507.75
	50 (March 31, 2020: 50) unit 6.70% Indian Railway Fin. Corp. 24 Nov 2021	509.03	506.05
	50 (March 31, 2020: 50) unit 8.02% L&T 22 May 2022	520.67	511.24
	50 (March 31, 2020: 50) unit 7.85% NABARD 23 May 2022	519.39	516.55
	50 (March 31, 2020: 50) unit 7.93% NTPC 03 May 2022	519.48	519.37
	50 (March 31, 2020: 50) unit 9.05% HDFC 20 Nov 2023	546.20	528.46
	50 (March 31, 2020: 50) unit 8.00% HDB Financial Services 25 Aug 2022	520.37	503.46
	50 (March 31, 2020: 50) unit 8.5383% Bajaj Finance 07 Jun 2022	521.46	510.89
	50 (March 31, 2020: 50) unit 8.1130% Bajaj Finance 8th July 2022	519.22	508.14
	100 (March 31, 2020: Nil) 5.45% NTPC 15 Oct 2025	986.91	-
	100 (March 31, 2020: Nil) 5.50% IOC Ltd. 20 Oct 2025	987.78	-
	100 (March 31, 2020: Nil) 6.43% HDFC 29 Sept 2025	1,006.56	-
	100 (March 31, 2020: Nil) 8.30% REC LTD. 10 April 2025	1,076.60	-
	100 (March 31, 2020: Nil) 5.776% LIC Hsg 11 sept 2025	976.60	-
	50 (March 31, 2020: Nil) 6.50% PFC LTD. 17 Sept 2025	507.85	-
	(II)	11,323.39	8,429.72
iii.	**Short term, quoted, in fully paid equity shares**		
	2,000 (March 31, 2020: 10,000) Equity Shares of Rs. 10 each in Reliance Industries Ltd.	40.06	111.38
	666 (March 31, 2020: Nil) Equity Shares of Rs. 10 each partly paid up in Reliance Industries Ltd.	7.26	-
	15,950 (March 31, 2020: 950) Equity Shares of Re. 1 each in State Bank of India	58.11	1.87
	20,900 (March 31, 2020: Nil) Equity Shares of Re. 1 each in Axis Bank Limited	145.77	-
	7,000 (March 31, 2020: Nil) Equity Shares of Re. 1 each in ICICI Bank Limited	40.75	-
	10,900 (March 31, 2020: Nil) Equity Shares of Re. 1 each in IndusInd Bank Limited	104.04	-
	(III)	395.99	113.25
	(I)+(II)+(III)	13,475.14	10,260.93

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	March 31, 2021	March 31, 2020
(b.) Investments held at cost		
Genus Shareholder's Trust (Where the Company is the sole beneficary)*	5,995.08	5,995.08
	5,995.08	**5,995.08**
Notes:		
1 Aggregate value of quoted investments	13,475.14	10,260.93
2 Aggregate value of unquoted investments	5,995.08	5,995.08

* Pursuant to the scheme of amalgamation approved by the Hon'ble Allahabad High Court in 2013 - 14, the shares of the Company held by the Company and Genus Paper & Boards Limited (formerly known as Genus Paper Products Limited) were consequently transferred to Genus Shareholders' Trust for the benefit of the Company and its Shareholders. The trust is administered by an independent trustee. The trust is holding 27,543,850 equity shares of Genus Power Infrastructures Limited and 47,543,850 equity shares of Genus Paper & Boards Limited (March 31, 2020: 27,543,850 of Genus Power Infrastructures Limited and 47,543,850 equity shares of Genus Paper & Boards Limited).

6 Loans	March 31, 2021	March 31, 2020
(Unsecured, considered good unless stated otherwise)		
A. Non current		
Trade deposits	269.44	262.12
Loan and advances to related parties	805.49	805.49
	1,074.93	**1,067.61**
Other loans and advances		
Loans to others	1,804.50	1,804.50
	1,804.50	**1,804.50**
	2,879.43	**2,872.11**
B. Current		
Trade deposits	74.01	115.19
	74.01	**115.19**
Other loans and advances		
Other claim receivable	10.69	22.46
	10.69	**22.46**
	84.70	**137.65**

Refer note 46 for advances due from related parties

7 Other financial assets	March 31, 2021	March 31, 2020
(Unsecured, considered good)		
A. Non current		
Retention money and other receivable (refer note 10)	260.09	1,034.05
Non current bank balances (refer note 11)	1,112.54	1,529.99
	1,372.63	**2,564.04**
B. Current		
Interest receivable	623.72	611.81
Foreign exchange forward contracts	-	103.27
	623.72	**715.08**

8 Non financial assets	March 31, 2021	March 31, 2020
(Unsecured, considered good)		
A. Non current		
Capital advances (net of provision)	34.48	158.95
(Net of provision for Doubtful recovery Rs.118.62 Lacs ; March 31, 2020: Nil)		
Balance with statutory/ government authorities	775.40	999.36
	809.88	**1,158.31**
B. Current		
Advances recoverable in cash or kind	518.86	666.31
Prepaid expenses	49.65	207.61
Balance with statutory/ government authorities	1,790.07	1,925.65
Export incentives receivable	122.87	181.90
	2,481.45	**2,981.47**

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Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Notes to the Standalone Financial Statements for the year ended March 31, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

9 Inventories	March 31, 2021	March 31, 2020
(Valued at lower of cost and net realisable value)		
Raw materials	10,296.52	8,172.29
Work-in-progress	2,967.75	1,681.23
Finished goods (Inclusive of Sales-In-Transit)	4,521.55	5,266.85
	17,785.82	**15,120.37**

10 Trade receivables	March 31, 2021	March 31, 2020
(Unsecured, considered good unless otherwise stated)		
From related party (refer note 46)	3,045.89	3,553.56
From other parties	53,488.63	59,367.52
Total	**56,534.52**	**62,921.08**
Non Current		
Unsecured, considered good	260.09	1,034.05
Amount disclosed under non current other financial assets (refer note 7)	(260.09)	(1,034.05)
	-	-
Current		
Unsecured, considered good	56,534.52	62,921.08
Trade Receivables which have significant increase in credit Risk	-	-
Trade Receivables - credit impaired	860.81	1,157.65
	57,395.33	**64,078.73**
Impairment allowances		
Credit impaired	(860.81)	(1,157.65)
	56,534.52	**62,921.08**

11 Cash and bank balances	March 31, 2021	March 31, 2020
A. Cash and cash equivalents		
Current		
Balance with banks:		
In current account	652.48	58.91
In cash credit account	432.22	799.90
In foreign currency account	7.24	8.19
In deposits with original maturity of less than three months	5,255.23	5,200.15
In unpaid dividend account*	48.30	49.49
Remittances in transit	-	1,030.18
Cash in hand	10.32	12.03
	6,405.79	**7,158.85**
B. Other bank balances		
Non Current		
Margin money deposits	1,112.54	1,529.99
	1,112.54	**1,529.99**
Amount disclosed under non current other financial assets (refer note 7)	(1,112.54)	(1,529.99)
	-	-
Current		
Margin money deposits	2,775.96	2,336.20
Other bank deposits	2,286.00	1,100.00
	5,061.96	**3,436.20**

* Can be utilised only for payment of dividend.

Breakup of financial assets carried at amortised cost	March 31, 2021	March 31, 2020
Investments	27,270.69	23,880.06
Loans	2,964.13	3,009.76
Trade receivable	56,534.52	62,921.08
Cash and bank balances	12,580.29	12,125.04
Other financials assets	883.81	1,645.86
Total financial assets carried at amortised cost	**100,233.44**	**103,581.80**

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

12 Deferred tax assets (net)

		March 31, 2021	March 31, 2020
Deferred tax liability arising on account of temporary differences relating to:			
Accelerated depreciation for tax purposes		(827.84)	(930.19)
Impact on account of investment carried at FVTPL		(252.93)	(109.96)
Impact on account of Investment carried at FVTOCI		(313.20)	(367.98)
	(A)	(1,393.97)	(1,408.13)
Deferred tax asset arising on account of temporary differences relating to:			
Impact on account of employee benefits		117.39	179.42
Provision for credit risk impaired		342.25	368.15
Impact on account of investment carried at amortised cost		612.90	629.17
MAT credit entitlement*		656.25	2,220.99
	(B)	1,728.79	3,397.73
	Net deferred tax assets (A)+(B)	334.82	1,989.60

Deferred tax assets (net):

	Opening balance	Recognised in statement of profit & loss	Recognised in OCI	Closing balance
For the year ended March 31, 2021				
Accelerated depreciation for tax purposes	(930.19)	102.35	-	(827.84)
Impact on account of investment carried at FVTPL	(109.96)	(142.97)	-	(252.93)
Impact on account of investment carried at FVTOCI	(367.98)	-	54.78	(313.20)
Impact on account of employee benefits	179.42	(27.39)	(34.64)	117.39
Provision for credit risk impaired	368.15	(25.90)	-	342.25
Impact on account of investment carried at amortised cost	629.17	(16.27)	-	612.90
Others	-	-	-	-
MAT credit entitlement*	2,220.99	(1,564.74)	-	656.25
	1,989.60	(1,674.92)	20.14	334.82
For the year ended March 31, 2020				
Accelerated depreciation for tax purposes	(1,212.62)	282.43	-	(930.19)
Impact on account of investment carried at FVTPL	(273.91)	163.95	-	(109.96)
Impact on account of investment carried at FVTOCI	(481.40)	-	113.42	(367.98)
Impact on account of employee benefits	211.05	(86.14)	54.51	179.42
Provision for credit risk impaired	171.97	196.18	-	368.15
Impact on account of investment carried at amortised cost	669.88	(40.71)	-	629.17
Others	(7.05)	-	7.05	-
MAT credit entitlement*	4,647.05	(2,426.06)	-	2,220.99
	3,724.97	(1,910.35)	174.98	1,989.60

* MAT Credit entitlement is included in current tax expense. The Company is confident of utilising the MAT Credit balance before the expiry of the statutory time limit.

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

13 Share capital

	March 31, 2021	March 31, 2020
Authorised		
631,600,000 (March 31, 2020: 631,600,000) equity shares of Re.1 each	6,316.00	6,316.00
504,000 (March 31, 2020: 504,000) 10% redeemable preference shares of Rs.100 each	504.00	504.00
1,500,000 (March 31, 2020: 1,500,000) preference shares of Rs.100 each	1,500.00	1,500.00
Issued, subscribed and fully paid-up shares		
257,358,965 (March 31, 2020: 257,358,965) equity shares of Re.1 each	2,573.59	2,573.59
	2,573.59	**2,573.59**

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

	March 31, 2021		March 31, 2020	
Equity shares	**Numbers**	**Value**	**Numbers**	**Value**
At the beginning of the year	257,358,965	2,573.59	257,358,965	2,573.59
Issued during the year under employee stock option plan	-	-	-	-
Outstanding at the end of the year	**257,358,965**	**2,573.59**	**257,358,965**	**2,573.59**

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	March 31, 2021		March 31, 2020	
	Numbers	**% holding**	**Numbers**	**% holding**
Hi - Print Electromack Private Limited	47,302,827	18.38%	43,552,617	16.92%
Vikas Kothari (on behalf of Genus Shareholders' Trust)	27,543,850	10.70%	27,543,850	10.70%
Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund (previously known as Reliance Capital Trustee Co Ltd)	13,050,894	5.07%	12,750,894	4.95%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares except for Vikas Kothari who is holding equity shares on behalf of Genus Shareholders' Trust.

d. For details of shares reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 35.

14 Other equity

	March 31, 2021	March 31, 2020
Capital reserve	294.62	294.62
Securities premium reserve	8,163.42	8,163.42
Share based payment reserve	150.24	72.96
General reserve	11,867.20	11,867.20
Equity instruments through OCI reserve	583.08	664.26
Surplus in the statement of profit and loss	69,821.44	64,891.92
	90,880.00	**85,954.38**

The nature, purpose and movement in balance of other equity is as follows:

Capital reserve

Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.

As per last balance sheet	294.62	294.62
Add: Additions during the year	-	-
Closing balance	**294.62**	**294.62**

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

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only in accordance with the provisions of the Companies Act, 2013.

As per last balance sheet	8,163.42	8,163.42
Add: Premium on exercise of employee stock options	-	-
Closing balance	**8,163.42**	**8,163.42**

Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

As per last balance sheet	72.96	29.08
Add: Compensation cost of options granted	77.28	43.88
Closing balance	**150.24**	**72.96**

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. The Company records the amount received from Genus Shareholders' Trust in general reserve. However, the amount previously transferred to the general reserve can be utilised only in accordance with the requirements of Companies Act, 2013.

As per last balance sheet	11,867.20	11,867.20
Add: Additions during the year	-	-
Closing balance	**11,867.20**	**11,867.20**

Equity instruments through OCI reserve	**March 31, 2021**	**March 31, 2020**

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income.

As per last balance sheet	664.26	915.05
Add: Net gain/ (loss) on FVTOCI on equity securities	(101.99)	(223.84)
Less : Reclassification from OCI to retained earnings	20.81	(26.95)
Closing balance	**583.08**	**664.26**

Surplus in the statement of profit and loss

Surplus in the statement of profit and loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distribution to share holders.

As per last balance sheet	64,891.92	57,206.66
Add: Profit for the year	5,115.64	9,366.70
Less : Re-measurement gains / (loss) on defined benefit plans	64.51	(101.46)
Add : Reclassification from OCI to retained earnings	(20.81)	26.95
Less: Appropriations		
Final Dividend @ Re. 0.10 (March 31, 2020: Re. 0.58)	229.82	1,332.93
Tax on equity dividend	-	274.00
Total appropriations	**229.82**	**1,606.93**
Net surplus in the statement of profit and loss	**69,821.44**	**64,891.92**
Total other equity	**90,880.00**	**85,954.38**

14A Distribution made

	March 31, 2021	**March 31, 2020**
Cash dividends on equity shares declared and paid:		
Final Dividend : Re. 0.10 per share (March 31, 2020: Re. 0.58 per share)	229.82	1,332.93
Tax on equity dividend	-	274.00

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15 Borrowings	March 31, 2021	March 31, 2020
A. Non current borrowings		
From banks (secured)		
Term loans	1,838.24	2,943.24
Other loans (secured)		
Vehicle Loan	135.39	235.58
	1,973.63	**3,178.82**
Less: Current maturities of Non current borrowings		
From banks (secured)		
Term loans	1,150.00	750.00
Other loans (secured)		
Vehicle loan	71.92	100.21
Amount disclosed under other current liabilities (refer note 17)	**1,221.92**	**850.21**
	751.71	**2,328.61**
The above amount includes:		
Secured borrowings	**1,973.63**	**3,178.82**
Unsecured borrowings	-	-
B. Current borrowings		
Other short term borrowings		
Cash credit from banks (Secured)	17,328.60	19,704.46
Supplier's credit from banks (Secured)	89.94	1,480.75
Bills discounting and Others (Unsecured)	1,284.54	1,200.56
	18,703.08	**22,385.77**
The above amount includes:		
Secured borrowings	**17,418.54**	**21,185.21**
Unsecured borrowings	**1,284.54**	**1,200.56**

Notes :

1. The term loan of Rs. 1,043.47 Lacs (sanctioned amount Rs. 1,650.00 Lacs) (March 31, 2020: Rs. 1,373.47) from a Bank is secured by first exclusive charge on the entire property, plant and equipment of the Company's Assam unit situated at Plot no. 104, Brahmaputra Industrial Park, Amingaon, village - Silaindurighopa, District - Kamrup (R), Assam and unconditional irrevocable personal guarantees of promoters directors Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal. Interest will be charged @ 0.40% over 1 year MCLR+SP. The loan is repayable in 20 quarterly installments starting from April 2018.
2. The term loan of Rs. 794.77 Lacs (sanctioned amount Rs. 3,100.00 Lacs) (March 31, 2020: Rs. 1,569.77 Lacs) from a Bank is secured by first exclusive charge on the plant and equipment of the Project, first charge by way of equitable mortgage on Factory land and building situated at plot no. 09 & 10, situated at sector-2, IIE, SIDCUL, BHEL Haridwar (Uttarakhand) and 1st Charge on pari-passu basis of term lender by way of Equitable mortgage of Industrial Property situated at Plot No 12, Sector 4, IIE, SIDCUL, Haridwar, second charge on current assets of the Company (present and future) and unconditional irrevocable personal guarantees of promnters directors Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal and Mr. Jitendra Kumar Agarwal. Interest will be charged @ 0.40% over 1 year MCLR+SP. During the previous year ended March 31, 2020, fresh borrowings were been made within sanctioned limits. The loan is repayable in 20 quarterly installments starting from June 2019.
3. Vehicle loans from banks and non-banking financial companies are secured by way of hypothecation of the vehicles financed by them under the finance scheme. The effective weighted average interest rate is 9.35% (March 31, 2020: 9.24%) p.a.
4. Cash credit and suppliers credit of Rs. 17,418.54 Lacs (March 31, 2020: Rs.21,185.21 Lacs) of the Company under consortium arrangement from Bank of Baroda, State Bank of India, IDBI Bank Ltd, Axis Bank, Punjab National Bank, Yes Bank and Export Import Bank of India, is secured by way of first pari-passu charge on entire current assets of the Company both present and future and collateral security by way of 1st Pari-passu charges on the entire unencumbered fixed assets of the Company and equitable mortgage of properties on pari-passu basis situated at SPL-3A & SPL-2A, Sitapura, Jaipur (Rajasthan) and Plot No.12, Sector-4 , IIE Haridwar (Uttarakhand) and 2nd charge on Equitable mortgage of Factory Land & Building situated at Plot No 09 & Plot No 10 situated at Sector - 2, IIE, SIDCUL, BHEL, Haridwar and further secured by personal guarantees of Mr. Ishwar Chand Agarwal, Mr. Rajendra Kumar Agarwal
5. Bills discounting of Rs. 100.31 Lacs (March 31, 2020: Rs. 294.97 Lacs) of the Company are secured by inland documentary bills covering dispatches of goods under prime Bank's Letter of credit supported by related documents. The rate of interest is the respective period MCLR and generally in the range between 6.65% to 7.40%.
6. Other facilities for Rs. 1,184.23 Lacs (March 31, 2020: Rs. 905.59 Lacs) of the Company availed towards financing payables of creditors. The rate of interest is the respective period MCLR and generally in the range between 6.50% to 7.00%.

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

16 Lease liabilities	March 31, 2021	March 31, 2020
Current	40.65	80.58
Non Current	4.55	28.96
Closing Balance	**45.20**	**109.54**

17 Other financial liabilities	March 31, 2021	March 31, 2020
A. Non current		
Security deposit received	8.10	4.37
Retention due to vendors	902.01	1,095.26
	910.11	**1,099.63**
B. Current		
Current maturities of long-term borrowings (refer note 15)	1,221.92	850.21
Creditors for capital goods	36.52	42.49
Unclaimed dividend (refer note 43)	48.30	49.49
Interest accrued but not due on borrowings	13.28	86.29
Foreign exchange forward contracts	3.30	-
	1,323.32	**1,028.48**

18 Provisions	March 31, 2021	March 31, 2020
A. Non current		
Other provisions		
For warranties (refer note 52)	3,503.28	3,343.02
	3,503.28	**3,343.02**
B. Current		
Other provisions		
For future foreseeable losses	365.39	414.97
For warranties (refer note 52)	875.82	835.76
	1,241.21	**1,250.73**

19 Government Grants	March 31, 2021	March 31, 2020
As per last balance sheet	527.11	202.34
Received during the year	-	427.86
Recognised in the statement of profit and loss	(68.82)	(103.09)
Closing Balance	**458.29**	**527.11**
Non current	**389.47**	**458.29**
Current	**68.82**	**68.82**

Government Grant has been received towards certain items of property, plant and equipment under the Modified Special Incentive Package Scheme (M-SIPS) for manufacturing units of the Company towards manufacturing of the products that are approved under the scheme.

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

20 Net employee defined benefit liabilities	March 31, 2021	March 31, 2020
A. Non current		
Provision for gratuity (refer note 36(2))	77.75	145.62
	77.75	**145.62**
B. Current		
Provision for compensated absences	203.64	215.46
	203.64	**215.46**

21 Trade payables	March 31, 2021	March 31, 2020
Trade payables (Refer note 42 for details of dues to micro and small enterprises)		
- Micro and small enterprise	1,204.05	2,942.77
- Other than micro and small enterprise	15,393.98	17,097.92
	16,598.03	**20,040.69**

Trade payables are non-interest bearing.
Refer note 46 for trade payables to related parties.
For explanations on the Company's credit risk management processes, refer to Note 41.

Breakup of financial liabilities carried at amortised cost

	March 31, 2021	March 31, 2020
Borrowing	20,676.71	25,564.59
Other liabilities	1,011.51	1,277.90
Trade payables	16,598.03	20,040.69
Lease Liabilities	45.20	109.54
	38,331.45	**46,992.72**

22 Current tax liabilities (net)	March 31, 2021	March 31, 2020
Provision for income tax (net of advance tax)	272.26	281.19
	272.26	**281.19**

23 Non-financial liabilities (Current)	March 31, 2021	March 31, 2020
Advance from customers	701.48	764.55
Statutory liabilities	397.63	801.79
Contract liability - Revenue in excess of billing	929.76	1,082.37
	2,028.87	**2,648.71**

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

24 Revenue from contracts with customers	March 31, 2021	March 31, 2020
Revenue from sale of goods	52,870.09	100,661.27
Revenue from rendering of services	5,334.46	3,162.51
Revenue from construction contracts	812.60	1,793.16
Other operating revenue		
Scrap sales	82.90	93.81
Export and other incentives	1,759.68	329.10
	60,859.73	**106,039.85**
Revenue by geography		
In India	57,093.42	97,566.42
Outside India	3,766.31	8,473.43
	60,859.73	**106,039.85**
Timing of revenue recognition		
Goods transferred at a point in time	54,712.67	101,084.18
Services transferred over a period	5,334.46	3,162.51
Goods and services related to construction contracts transferred over a period	812.60	1,793.16
	60,859.73	**106,039.85**
Contract balances		
Contract liability		
Contract liability - Revenue in excess of billing	929.76	1,082.37
	929.76	**1,082.37**

25 Other income	March 31, 2021	March 31, 2020
Interest income on :		
Bank deposits	395.62	303.89
Investments	1,007.80	875.48
Other advances and deposits	108.29	78.45
Liabilities no longer required written back	38.20	122.10
Gain on financial instruments at fair value through profit or loss	556.94	300.07
Gain on foreign currency transactions (net)	369.81	-
Miscellaneous income	196.66	231.52
	2,673.32	**1,911.51**

26 Cost of raw material and components consumed	March 31, 2021	March 31, 2020
Raw material consumed (including erection expenses)		
Opening stock at the beginning of the year	8,172.29	11,896.61
Add: Purchases (including erection expenses)	37,689.38	60,848.21
	45,861.67	72,744.82
Less: Closing stock at the end of the year	10,296.52	8,172.29
	35,565.15	**64,572.53**

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

27 Change in inventories of finished goods and work-in-progress

		March 31, 2021	March 31, 2020
Inventories at the end of the year			
Finished goods		4,521.55	5,266.85
Work-in-progress		2,967.75	1,681.23
	(A)	7,489.30	6,948.08
Inventories at the beginning of the year			
Finished goods		5,266.85	6,293.15
Work-in-progress		1,681.23	2,484.42
	(B)	6,948.08	8,777.57
	(B) - (A)	(541.22)	1,829.49

28 Employee benefit expenses

	March 31, 2021	March 31, 2020
Salaries, wages and bonus	7,940.66	10,051.81
Contribution to provident and other funds (refer note 36(1))	361.60	390.10
Share based payment expense	77.28	43.88
Gratuity expense (refer note 36(2))	129.08	76.58
Staff welfare expenses	271.66	309.29
	8,780.28	10,871.66

29 Other expenses

	March 31, 2021	March 31, 2020
Sampling and testing expenses	234.22	293.92
Power and fuel	334.35	605.14
Repairs and maintenance		
Plant and machinery	393.50	489.79
Buildings	85.02	91.84
Others	79.54	139.06
Rent (refer note 47)	132.54	136.78
Rates and taxes	638.49	696.05
Printing, postage, telegram and telephones	80.00	92.37
Insurance	243.44	243.15
Legal and professional charges	306.57	504.98
Payment to statutory auditors (refer note 37)	53.47	65.33
Advertisement and sales commission expenses	255.00	963.46
Freight and forwarding expenses	549.61	761.89
Travelling and conveyance	595.14	1,022.39
Warranty expenses	874.27	2,050.52
Donations	26.56	2.57
Donations to political party	300.00	600.00
CSR expenditure (refer note 53)	286.06	249.05
Bad debts written off (net of recovery)(Net of Prov w/back 492.13)	515.89	1,053.76
Provision for expected credit losses	418.02	561.41
Loss on sale of property, plant and equipment (net)	131.56	166.48
Loss on foreign currency transactions (net)	-	289.79
Miscellaneous expenses	328.94	412.83
	6,862.19	11,492.56

30 Depreciation and amortisation expenses

	March 31, 2021	March 31, 2020
Depreciation on tangible assets	2,002.51	2,048.53
Depreciation on right-of-use assets	115.09	103.98
Amortisation on intangible assets	58.13	62.23
	2,175.73	2,214.74

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

31 Finance costs

	March 31, 2021	March 31, 2020
Interest on loans from banks	1,594.52	2,387.73
Lease Interest	7.50	10.13
Interest on others	29.91	21.62
Bank charges	817.57	852.68
	2,449.50	3,272.16

32 Tax expenses

	March 31, 2021	March 31, 2020
Income tax expenses		
The major component of income tax expenses are as follows:		
Current income tax:		
Current income tax charges	2,845.50	4,667.91
Deferred tax:		
Relating to origination and reversal of temporary differences	112.84	(515.71)
	2,958.34	4,152.20
Adjustment in respect of current income tax of previous years	167.44	179.32
Income tax expenses reported in the statement of profit or loss	3,125.78	4,331.52

Reconciliation of effective tax rate:

	March 31, 2021	March 31, 2020
Profit before tax (A)	8,241.42	13,698.22
Enacted tax rate in India (B)	34.944%	34.944%
Expected tax expenses (C= A*B)	2,879.88	4,786.71
Actual tax expense (net of taxes of earlier years)	2,958.34	4,152.20
Difference (Note A)	(78.46)	634.51

Note A: Reconciliation of difference for effective tax

Other than temporary difference		
Expenses disallowed under Income Tax Act, 1961 (net)	(109.46)	(60.38)
Tax holiday and other benefits allowed under various provisions of Income Tax Act, 1961	71.51	350.37
On account of difference in rates for Capital Gain	17.08	149.55
On account of changes in future tax rates	(22.47)	187.74
Others	(35.13)	7.23
	(78.46)	634.51

33 Components of Other Comprehensive Income (OCI)

	March 31, 2021	March 31, 2020
The disaggregation of changes to OCI by each type of reserve in equity is shown as below:		
Items that will not be reclassified to profit or loss		
Re-measurement gains / (loss) on defined benefit plans	99.15	(156.03)
Net gain/ (loss) on FVTOCI on equity securities	(156.77)	(344.25)
Income tax effect	20.14	174.98
	(37.48)	(325.30)

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34 Commitments and Contingencies

(A) Commitments

Particulars	March 31, 2021	March 31, 2020
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for in books	327.57	340.31

(B) Contingent liabilities

	Particulars	March 31, 2021	March 31, 2020
	Bank guarantee issued by banks and against which margin money of Rs. 238.25 Lacs (March 31, 2020: Rs. 301.49 Lacs) was provided in the form of fixed deposits.	4,673.15	6,029.89
b.	Corporate guarantee to banks for securing the credit facilities of others [Actual utilisation as at March 31, 2021 Rs. 1,527 Lacs (March 31, 2020 : Rs. 3,372 Lacs)]	12,000.00	12,000.00
c.	Claims arising from disputes not acknowledged as debts - indirect taxes	3,054.18	3,919.45
d.	Claims arising from disputes not acknowledged as debts - direct taxes	142.04	740.57
e.	Claims against the Company not acknowledged as debts - others	234.17	215.76

35 Share based payments

Employee Stock Option Scheme "ESOS-2012"

The Company instituted an Employee Stock Option Plan "ESOS-2012" as per the special resolution passed in a General Meeting held on December 29, 2012. This scheme has been formulated in accordance with the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and is in compliance with Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has reserved issuance of 4,945,000 (March 31, 2019: 4,945,000) equity shares of face value of Re. 1 each for offering to eligible employees of the Company under Employees Stock Option Scheme-2012 (ESOS-2012). In the earlier years, the Company has granted 5,256,365 options which includes 1,815,600 options at a price of Rs. 7 per option (adjusted for shares issued pursuant to scheme of arrangement), 582,000 options at a price of Rs. 6 per option (adjusted for shares issued pursuant to scheme of arrangement), 442,700 options at a price of Rs. 27.10 per option and 2,416,065 options at a price of Rs. 30.30 per option. Out of the total grant made till date, 2,416,065 options originally granted at a price of Rs. 30.30 per option has been cancelled during the previous year. The company has made a grant for 1,625,700 options during the previous year at a price of Rs. 17.95 per option. The options would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.

The details of option outstanding of ESOS 2012 are as below :

Particulars	March 31, 2021	March 31, 2020
Options outstanding at the beginning of the year	1,744,149	2,571,219
Granted during the year	-	1,625,700
Exercised during the year	-	-
Forfeited / Lapsed / Cancelled during the year	10,662	2,452,770
Options outstanding at end of the year	1,733,487	1,744,149
Vested / exercisable during the year	45,727	56,389
Weighted average exercise price (Rs.)	18.52	18.55
Weighted average fair value of options at the date of grant (Rs.)	7.62	7.66

Particulars	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)
As at March 31, 2021	Rs. 6.00 to Rs. 27.10	1,733,487	6.09
As at March 31, 2020	Rs. 6.00 to Rs. 27.10	1,744,149	5.20

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

The Black Scholes valuation model has been used for computing the weighted average fair value of the options. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant V	Grant IV	Grant III	Grant II	Grant I
Dividend yield	3.23%	1.35%	0.37%	0.85%	0.75%
Expected volatility	50.30%	53.61%	57.76%	62.26%	62.42%
Risk-free interest rate	6.32%	7.37%	8.32%	7.82%	7.88%
Weighted average price (in Rs.)	7.07	30.30	15.91	6.90	7.85
Exercise price (in Rs.).	17.95	30.30	27.10	6.00	7.00
Expected life of options granted (in years)	5.01	5.50	5.50	5.50	5.50

Employees Stock Appreciation Rights Plan-2019 "ESARP-2019"

The Company instituted an Employees Stock Appreciation Rights Plan-2019 "ESARP-2019" as per the resolution passed in Annual General Meeting held on September 06, 2019. This scheme has been formulated in accordance with the Securities Exchange Board of India Guidelines, 1999 and is in compliance with Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has reserved issuance of 3,000,000 (March 31, 2019: 3,000,000) equity shares of face value of Re.1 each for offering to eligible employees of the Company under Employees Stock Appreciation Rights Plan-2019 (ESARP-2019). During the previous year, the Company has granted 1,650,000 right at a price of Rs. 23.50 per right. The rights would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.

The details of option outstanding of ESARP-2019 are as below :

Particulars	March 31, 2021	March 31, 2020
Options outstanding at the beginning of the year	1,650,000	-
Granted during the year	-	1,650,000
Exercised during the year	-	-
Forfeited / Lapsed / Cancelled during the year	-	-
Options outstanding at end of the year	1,650,000	1,650,000
Vested / exercisable during the year	-	-
Weighted average exercise price (Rs.)	23.50	23.50
Weighted average fair value of options at the date of grant (Rs.)	9.79	9.79

Particulars	Range of exercise prices	Number of	Weighted average remaining
As at March 31, 2021	Rs. 6.00 to Rs. 23.50	1,650,000	6.64

The Black Scholes valuation model has been used for computing the weighted average fair value of the options. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant I
Dividend yield	2.47%
Expected volatility	50.27%
Risk-free interest rate	6.15%
Weighted average price (in Rs.)	33.29
Exercise price (in Rs.).	23.50
Expected life of options granted (in years)	5.01

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36 Gratuity and other post-employment benefit plans

(1) Disclosures related to defined contribution plan

Particulars	March 31, 2021	March 31, 2020
Provident fund contribution recognised as expense in the statement of profit and loss	361.60	390.10

(2) Disclosures related to defined benefit plan

The Company has a defined benefit gratuity plan and governed by Payment of Gratuity Act, 1972. The Employees' Gratuity Fund Scheme managed by a trust is a defined benefit gratuity plan which is administered through Group Gratuity Scheme with Life Insurance Corporation of India. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service. The following tables summarise net benefit expenses recognised in the statement of profit and loss, the status of funding and the amount recognised in the Balance sheet for the gratuity plan:

Statement of profit and loss

Particulars	March 31, 2021	March 31, 2020
A) Net employee benefit expense (recognised in Employee benefits expenses)		
Current service cost	117.49	112.24
Interest cost on benefit obligation	69.59	60.07
Interest on plan asset	(67.41)	(57.01)
Net actuarial (gain) / loss recognized in the year	(89.74)	117.31
Net employee benefit expenses	**29.93**	**232.61**
Amount recognised in the statement of profit and loss	129.08	76.58
Amount recognised in other comprehensive income	(99.15)	156.03

B) Amount recognised in the Balance Sheet

Particulars	March 31, 2021	March 31, 2020
Details of provision for gratuity		
Defined benefit obligation (DBO)	1,083.31	1,020.15
Fair value of plan assets (FVPA)	(1,005.56)	(874.53)
Net plan liability	**77.75**	**145.62**

C) Changes in the present value of the defined benefit obligation for gratuity are as follows :

Particulars	March 31, 2021	March 31, 2020
Opening defined benefit obligation	1,020.15	785.26
Current service cost	117.49	112.24
Interest cost	69.59	60.07
Benefits paid	(34.18)	(54.73)
Actuarial (gains) / losses on obligation for the year	(89.74)	117.31
Closing defined benefit obligation	**1,083.31**	**1,020.15**

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Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Notes to the Standalone Financial Statements for the year ended March 31, 2021
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D) Changes in fair value of plan assets

Particulars	March 31, 2021	March 31, 2020
Opening fair value of plan assets	874.53	580.74
Interest on plan asset	67.41	57.01
Contributions by employer	100.00	294.86
Benefits paid	(34.18)	(54.73)
Fund management charges	(2.20)	(3.35)
Closing fair value of plan assets	**1,005.56**	**874.53**

E) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below

Particulars	March 31, 2021	March 31, 2020
Discount rate (p.a.)	6.80%	6.80%
Expected return on assets (p.a.)	6.95%	7.05%
Increment rate (p.a.)	7.00%	7.00%

F) Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flow

Expected benefit payments for the year ending:

Year	March 31, 2021	March 31, 2020
2020 - 2021		55.86
2021 - 2022	76.08	36.58
2022 - 2023	49.40	43.17
2023 - 2024	24.74	25.53
2024 - 2025	42.25	39.21
2025 - 2026	30.17	

G) Sensitivity Analysis

A quantitative sensitivity analysis for the significant assumption is as shown below:

Particulars	March 31, 2021	March 31, 2020
(a) Effect of 0.5% change in assumed discount rate		
- 0.5% increase	(57.33)	(56.13)
- 0.5% decrease	62.30	61.05
(b) Effect of 0.5% change in assumed salary escalation rate		
- 0.5% increase	56.90	55.64
- 0.5% decrease	(53.36)	(52.01)

(3) Notes:

1 The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

2 Percentage of plan assets as investments with insurer is 100%.

3 The expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

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37 **Remuneration to statutory auditors (excluding applicable taxes)**

Particulars	March 31, 2021	March 31, 2020
As Auditors:		
Statutory audit (including limited review)	50.50	58.50
Tax audit	-	-
In other capacity:		
Certification	2.00	0.24
Reimbursement of expenses	0.97	6.59
Total	**53.47**	**65.33**

38 **Hedging Activities and Derivatives**

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one week to twelve months.

Particulars of unhedged foreign currency exposure are detailed below at the exchange rate prevailing as at the reporting date :

(Equivalent amount in Indian Rupees)

Particulars	Currency	March 31, 2021	March 31, 2020
Short term borrowings	USD	-	13.55
Trade receivables	USD	1,129.83	1,073.67
	EUR	-	41.87
	SGD	0.44	-
Trade payables including interest accrued but not due on borrowings and creditors for capital goods	USD	1,906.93	9,065.21
	JPY	39.02	58.44
	EUR	-	2.08
Bank balances	USD	2.35	2.41
	SGD	4.89	5.78

Details of foreign currency exposure that has been hedged by forward contract are as follows:

Particulars	Currency	March 31, 2021	March 31, 2020
Trade payable and short term borrowings	USD	4,076.12	2,186.17

39 **Fair values**

The fair value of the financial assets and liabilities approximates their carrying amounts as at the balance sheet date.

40 **Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy of assets as at March 31, 2021

	Valuation technique	March 31, 2021	March 31, 2020
Assets measured at fair value			
Investment in equity shares (Quoted)-measured at FVTPL	Level 1	395.99	113.25
Investment in equity shares (Quoted)-measured at FVTOCI	Level 1	35.25	33.27
Investment in mutual funds & corporate bonds (Quoted)-measured at FVTPL	Level 1	13,079.15	10,147.68
Investment in equity shares (Unquoted)-measured at FVTOCI	Level 3	2,379.28	2,538.03

Measurement of fair value - valuation techniques

The following table shows the valuation techniques used in measuring Level 3 fair values for assets and liabilities carried at fair value

Type	Valuation Technique
Investment in equity shares (Unquoted)	The fair value is determined using discounted cash flow of future projections of cash flow to be generated by the Company.

Description of significant unobservable inputs to valuation

Significant unobservable inputs	Sensitivity of the input to fair value	March 31, 2021	March 31, 2020
Weighted average cost of capital	Decrease in discount rate by 1% would increase the valuation by	360.24	306.48
	Increase in discount rate by 1% would decrease the valuation by	(275.47)	(356.03)

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41 Financial risk management objectives and policies

Financial Risk Management Framework

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalent and other bank balances.

The Company is exposed to credit risk, market risk and liquidity risk. The Company has a risk management policy and its management is supported by a risk management committee that advices on risk and appropriate financial risk governance framework for the Company. The risk management committee provides assurance to the Company's management that the risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The audit committee and the Board of Directors reviews and agrees policies for managing each of these risks.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and loans to companies). The company deals with parties which has good credit rating/worthiness given by external rating agencies or based on groups internal assessment. The major customers are usually the Government parties.

Exposure to credit risk:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 59,404.60 Lacs (March 31, 2020: Rs. 66,565.12Lacs), being the total of the carrying amount of balances with trade receivables (including retention money) and loans to companies.

The measurement of impaired credit for carrying amount of the above financial assets is ascertained using the expected credit loss model (ECL) approach. The Company is considerate of the fact the majority of the collection is receivable from Government Companies where there can be delay in collection, however, there are no significant risk of bad debts. The sale for the current year include two customers (sale value of Rs. 11,152.20 Lacs and Rs. 10,199.59 Lacs respectively) where individual sale made to parties were more than 10% individually of total revenue. The total amout receivable from top 5 customer is INR 25,667.65Lacs

The Company has a developed ECL model in place which factors into the potential future impact of the COVID-19. Appropriate measurement for expected credit loss has been made and provided for in financial statements. The Company has also a made detailed assessment of the recoverability and carrying value of the mentioned financial assets. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its collectability.

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based in contractual undiscounted payments:

	On demand	Upto 1 year	1 to 5 years	> 5 years	Total
March 31, 2021					
Borrowings	17,328.60	2,596.40	751.71	-	20,676.71
Trade payables	-	16,598.03	-	-	16,598.03
Other payables	-	101.40	910.11	-	1,011.51
Lease liabilities	-	40.65	4.55	-	45.20
	17,328.60	**19,336.48**	**1,666.37**	**-**	**38,331.45**
March 31, 2020					
Borrowings	19,704.46	3,531.52	2,328.61	-	25,564.59
Trade payables	-	20,040.69	-	-	20,040.69
Other payables	-	178.27	1,099.63	-	1,277.90
Lease liabilities	-	80.58	28.96	-	109.54
	19,704.46	**23,831.07**	**3,457.20**	**-**	**46,992.73**

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Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company have debt obligations with floating interest rates, the Company is exposed to the risk of changes in market interest rate. The 100 basis points change in market interest rate would increase / (decrease) the finance cost by Rs. 191.67 Lakhs (March 31, 2020 : Rs. 235.53 Lakhs).

The Company has no significant interest bearing assets, the income and operating cash flows are substantially independent of market interest rate.

Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. The risks primarily relate to fluctuations in US Dollar, Japanese Yen, SGD and Euro against the functional currency of the Company. The Company, as per its risk management policy, uses derivative instruments primarily to hedge foreign currency payable. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies. The information on derivative instruments is disclosed in note no. 38.

42 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	March 31, 2021	March 31, 2020
The principal amount remaining unpaid as at the end of the year.	1,204.05	2,942.77
The amount of interest accrued and remaining unpaid at the end of the year.	5.22	23.10
Amount of interest paid by the Company in terms of section 16 of Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payments made beyond the appointed date during the year.	-	-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.	5.22	23.10
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-	-

43 In respect of the amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are to be credited to the Investor Education and Protection Fund as at March 31, 2021 and March 31, 2020. During the year, the Company has transferred Rs. 2.42 Lacs (March 31, 2020: Rs. 2.51 lacs) to Investor Education and Protection Fund.

44 Research and development expenses

a. Details of research and development expenses incurred during the year, debited under various heads of statement of profit and loss is given below:

Particulars	March 31, 2021	March 31, 2020
Cost of material consumed	88.60	74.55
Employee benefit expenses	1,371.88	1,212.92
Legal and professional charges	17.20	6.74
Travelling and conveyance	5.14	101.84
Sampling and testing expenses	3.20	11.60
Others	26.50	133.86
Total	**1,512.52**	**1,541.51**

b. Details of capital expenditure incurred for research and development are given below:

Particulars	March 31, 2021	March 31, 2020
Building	43.69	3.95
Plant and equipment's	82.68	168.01
Computers	107.66	69.95
Office equipment	3.05	-
Furniture and fixtures	11.28	-
Total	**248.37**	**241.91**

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

45 Earning per share (EPS)

Particulars		March 31, 2021	March 31, 2020
Profit available for equity shareholders (profit after tax)		5,115.64	9,366.70
Weighted average number of equity shares in computing basic EPS	(a)	257,358,965	257,358,965
Effect of dilution on account of Employee stock options granted	(b)	1,425,071	274,122
Weighted average number of equity shares considered for calculation of diluted EPS	**(a+b)**	**258,784,036**	**257,633,087**

46 Related party disclosures

Names of related parties and description of relationship

Relationship	Name of the Party	
Associates	M.K.J. Manufacturing Private Limited	
	Greentech Mega Food Park Limited	
Key managerial personnel (KMP)	Mr. Ishwar Chand Agarwal	Executive Chairman
	Mr. Rajendra Kumar Agarwal	Managing Director & CEO
	Mr. Jitendra Kumar Agarwal	Joint Managing Director
	Mr. Nathu Lal Nama	Chief Financial Officer
	Mr. Ankit Jhanjhari	Company Secretary
Relatives to key managerial personnel	Mrs. Shanti Devi Agarwal	
	Rajendra Kumar Agarwal (HUF)	
	Amit Agarwal (HUF)	
	Mrs. Monisha Agarwal	
	Mrs. Anju Agarwal	
Enterprises in which the KMP have control or have significant influence	Yajur Commodities Limited	
	J. C. Textiles Private Limited	
	Hi-Print Electromack Private Limited	
	Genus Paper & Boards Limited	
	Kailash Vidyut & Ispat Limited	
	Kailash Industries Limited	
	Genus Prime Infra Limited	
	Genus Apparels Limited	
	Genus Consortium	
	Genus Innovation Limited	
Independent and Non Executive Directors	Mr. Dharam Chand Agarwal	
	Mr. Udit Agarwal	
	Mr. Rameshwar Pareek	
	Mrs. Mansi Kothari	
	Subhash Chandra Garg*	
Non Independent and Non Executive Directors	Mr. Kailash Chandra Agarwal	
	Dr. Keith Mario Torpy**	

* Appointed with effect from Nov 11, 2020
** Appointed with effect from Dec 12, 2020

Transactions with related parties

Particulars	March 31, 2021	March 31, 2020
Associates		
M.K.J. Manufacturing Private Limited		
Balance receivable	-	-
Closing Investment Balance	600.00	600.00
Greentech Mega Food Park Limited		
Sales of Goods & Services	6.40	14.40
Closing Balance (Receivables)	1.89	3.04
Closing Investment Balance	1,052.09	990.00

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

Particulars	March 31, 2021	March 31, 2020
Enterprises in which the KMP have control or have significant influence		
Yajur Commodities Limited		
Interest income	25.10	71.39
Loans given	1,600.00	1,310.20
Loans repaid	1,600.00	1,310.20
Investment made – preference shares	-	800.00
Closing investment balance of investment in Preference shares	5,260.22	4,871.56
Closing investment balance of Investment in Equity shares	1,507.33	1,747.64
Guarantee commission	3.05	26.00
Corporate guarantee utilised	1,527.00	3,372.00
J. C. Textiles Private Limited		
Rent paid	28.32	28.32
Balance payable	6.63	4.32
Hi-Print Electromack Private Limited		
Closing Investment Balance of Preference Shares (Refer note no 5)	83.09	-
Genus Paper & Boards Limited		
Purchases of Goods & Services (net)	191.55	261.45
Interest income	-	1.30
Advance Given	-	311.90
Balance Receivable	12.51	289.06
Genus Apparels Limited		
Purchases of Goods & Services	178.03	-
Balance payable	1.05	-
Genus Consortium		
Advance given	-	1.55
Advance received	-	156.50
Balance Receivable	805.49	805.49
Genus Innovation Limited		
Sale of goods and services	3,711.60	4,813.01
Purchase of goods and services	235.00	668.57
Purchase of fixed assets	206.55	74.32
Sale of fixed assets	0.06	0.08
Rental Charges	2.58	-
Rental Income	7.99	-
Balance receivable	3,045.89	3,553.56
Kailash Vidyut & Ispat Limited		
Closing Investment Balance of Preference Shares (Refer note no 5)	10.63	16.47
Kailash Industries Limited		
Closing Investment Balance of Preference Shares (Refer note no 5)	32.00	164.72

Genus Prime Infra Limited

In the Current year,the Board of Directors of the Company has approved the scheme of arrangement u/s 230 -232 of the Companies Act, 2013 between the Company and Genus Prime Infra Limited and there respective shareholders and Creditors for transfer of 'Strategic Investment division' to Genus Prime Infra Limited through demerger on a going concern basis. The Company currently is in the process of filing requirements to the relavant authorities and proceed with the scheme after the same is approved by the same.

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

Particulars	March 31, 2021	March 31, 2020
Key managerial personnel		
Mr. Ishwar Chand Agarwal**		
Remuneration*	300.00	300.00
Commission	79.50	125.00
Mr. Rajendra Kumar Agarwal**		
Rental charges	4.28	4.28
Remuneration*	123.60	229.20
Commission	72.50	100.00
Mr. Jitendra Kumar Agarwal**		
Rental charges	2.40	2.40
Remuneration*	123.60	229.20
Commission	78.00	175.00
Mr. Nathu Lal Nama		
Salary paid	40.67	37.97
Mr. Ankit Jhanjhari		
Salary paid	20.11	14.35
Relatives to key managerial personnel		
Amit Agarwal (HUF)		
Rental charges	8.50	8.50
Balance payable	-	1.30
Rajendra Kumar Agarwal (HUF)		
Rental charges	7.20	7.20
Mrs. Anju Agarwal		
Rental charges	6.20	6.00
Mrs. Monisha Agarwal		
Rental charges	6.71	6.00
Mrs. Shanti Devi Agarwal		
Rental charges	1.20	1.20
Independent and Non Executive Directors		
Mr. Dharam Chand Agarwal		
Sitting fees	2.17	0.74
Mr. Rameshwar Pareek		
Sitting fees	1.89	0.60
Mr. Udit Agarwal		
Sitting fees	0.05	0.39
Mrs. Mansi Kothari		
Sitting fees	2.09	0.41
Mr. Subhash Chandra Garg		
Sitting fees	0.60	-
Non Independent and Non Executive Directors		
Dr. Keith Mario Torpy		
Technical Consultancy Fees	9.03	-

*Does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.
**Refer note no 15 for the personal guarantee given by the promoter directors

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47 Leases - operating leases

Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable/ cancellable at the option of either of the parties. There are no restrictions imposed by lease arrangements. The aggregate amount of operating lease expenses recognised in the statement of profit and loss is Rs.132.54 Lacs (March 31, 2020: Rs. 136.78 Lacs).

48 Disclosure required under section 186 (4) of the Companies Act, 2013

Included in loans and interest receivable are certain inter-corporate deposits the particulars of which are disclosed below as required by section 186 (4) of Companies Act, 2013:

Particulars	Rate of interest	March 31, 2021	March 31, 2020
Orchid Infrastructure Developers Private Limited	10%	1,905.21	1,905.21
Total		**1,905.21**	**1,905.21**

The above loans are unsecured and are repayable on demand. The loans given were proposed to be utilised for business purposes by the recipient of loans.

49 Loans and advances (including interest) given to Associates and Companies in which director are interested

Name of the Company	Closing Balance		Maximum amount outstanding	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
M.K.J. Manufacturing Private Limited	-	-	-	96.52
Genus Paper & Boards Limited	-	311.90	-	320.68
Yajur Commodities Limited	-	-	1,200.00	1,090.20

50 Significant accounting judgements, estimates and assumptions

The preparation of the Company's separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. There are no significant areas involving a high degree of judgement or complexity.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Consideration of impact of COVID 19

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets, including trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these financial results / statement. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation. Further details about gratuity obligations are given in Note 36(2).

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

Measurement of credit impairment

The measurement of impaired credit for Trade Receivables is ascertained using the expected credit loss model (ECL) approach. The Company has a developed ECL model in place which factors into the potential future impact of the COVID-19. Appropriate measurement for expected credit loss has been made and provided for in financial statements. The Company has also a made detailed assessment of the recoverability and carrying value of trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its collectability.

Claims, Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

51 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value and keep the debt equity ratio within acceptable range. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders and issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	March 31, 2021	March 31, 2020
Borrowings (Note 15)	20,676.71	25,564.59
Less: cash and cash equivalents (Note 11)	6,405.79	7,158.85
Net Debt (A)	**14,270.92**	**18,405.74**
Equity	93,453.59	88,527.97
Total capital (B)	**93,453.59**	**88,527.97**
Total of Capital and Net Debt C=(A+B)	**107,724.51**	**106,933.71**
Gearing Ratio	**13.25%**	**17.21%**

52 Warranty expenses

The Company provides warranties for its products, undertaking to repair and replace the item that fails to perform satisfactorily during the warranty period. A provision is recognized for expected warranty claims on products sold based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provisions.

Particulars	March 31, 2021	March 31, 2020
At the beginning of the year	4,178.78	2,807.05
Additions during the year	874.27	2,050.52
Utilized during the year	673.95	678.79
At the end of the year	**4,379.10**	**4,178.78**

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Notes to the Standalone Financial Statements for the year ended March 31, 2021

53 The Company has spent Rs. 286.06 Lacs (March 31, 2020 : Rs. 249.05 lacs) as against total requirement of Rs.198.99 Lacs (March 31, 2020 : Rs. 150.67 Lacs) as per section 135 of the Companies Act, 2013. The amount contributed towards CSR activities are for various items mentioned in schedule VII of the Companies Act, 2013 and is approved by the CSR Committee is as below:

	In cash	Yet to be paid in cash	Total
March 31, 2021			
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	286.06	-	286.06
	286.06	-	286.06
March 31, 2020			
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	249.05	-	249.05
	249.05	-	249.05

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: May 28, 2021

As per our report of even date
For S.R. BATLIBOI & ASSOCIATES LLP
ICAI firm registration number:101049W/E300004
Chartered Accountants

per Shankar Srinivasan
Partner
Membership No.213271

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: May 28, 2021

As per our report of even date
For KAPOOR PATNI & ASSOCIATES
Firm registration number: 019927C
Chartered Accountants

per Abhinav Kapoor
Partner
Membership No.419689

Place: Jaipur
Date: May 28, 2021

Certified true Copy
For Genus Power Infrastructures Ltd.
Company Secretary

1. Corporate Information

Genus Power Infrastructures Limited (referred to as 'Genus' or the 'Company') is a company domiciled in India. The Company is engaged in the business of manufacturing and providing Metering and Metering solutions and undertaking engineering, Construction and Contracts on turnkey basis (core business division). The company has also been engaged in making strategic investment activity, where under investments are made in shares and securities basis a thorough and systematic evaluation by the Company and the management. The equity shares of the Company are listed on National stock exchange of India limited and BSE Limited. The registered office of the Company is located at G-123, Sector 63 Noida, Uttar Pradesh and corporate office at SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur (Rajasthan) 302022.

The Standalone Financial statement were authorised for issue in accordance with a resolution of the directors on October 29, 2021.

2. Significant Accounting Policies

2.1 Basis of Preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Standalone Financial Statements.

The standalone financial statement has been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

The standalone financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lacs (INR 00,000), except when otherwise indicated.

Note on Impact of Covid :

The World Health Organization (WHO) declared outbreak of Coronavirus Disease (COVID-19), a global pandemic on March 11, 2020 and consequently there were temporary shutdowns in operations of the Company as per norms laid down by Government of India and State Governments. Subsequently, the manufacturing resumed the operations in a phased manner through the year. Towards the end of the year, the COVID-19 cases in India started rising and as a response there were certain restrictions placed by the Government and the manufacturing facilities of the Company continued to operate with reduced capacity.

Consequently, the Company's operations, revenue and profit during the current and previous period / year were impacted. The Company has made a detailed assessment of its liquidity position for the next year and the recoverability and carrying value of all its assets. Based on current indicators of future economic

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conditions and considering the various measures announced by the government to support businesses, the Company expects to fully recover the carrying amount of these assets. The potential future impact of the COVID-19 may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes in future economic conditions and assess the impact on its business.

2.2 Summary of Significant Accounting Policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Foreign currencies

The standalone financial statements are presented in Indian rupees, which is the functional currency of the Company.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company in INR at spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at INR spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The

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gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

c. **Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of certain unquoted financial assets. Involvement of external valuers is decided upon annually by the Board after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

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For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

d. Revenue from Contract with Customer

Revenue from contracts with customer is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

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

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

The specific recognition criteria described below must also be met before revenue is recognised.

Determination of Performance Obligation

Separate performance obligation has been identified in metering projects at contract inception wherein the Company engages itself into Supply and Installation of Meters.

In cases of projects involving supply and installation of bought-out items, the Company has referred to paragraph B19 of Ind AS 115, wherein, the objective of measuring progress in satisfying a performance obligation is not achieved until significant installation of the bought-out item has been made. In such cases, the revenue has been recognised on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation.

Revenue from sale of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Company considers whether there are other promises in the contract that are separate performance obligation to which a portion of the transaction price needs to be allocated.

Revenue from Installation and other services

The Company provides installation services that are bundled together with the sale of products to a customer. The installation services can be obtained from other providers and do not significantly customise or modify the meter or related products manufactured.

Contracts for bundled sales of meters and related products and installation services are comprised of two performance obligations because the promises to transfer equipment and provide installation services are capable of being distinct and separately identifiable.

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The Company recognises revenue from installation services over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from the sale of the meters and related products are recognised at a point in time, generally upon delivery of the equipment.

Revenue from Erection Contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract shall be recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the end of the reporting period. The percentage of completion is determined by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. However, profit is not recognized unless there is reasonable progress on the contract. If total cost of a contract, based on technical and other estimates, is estimated to exceed the total contract revenue, the foreseeable loss is provided for. The effect of any adjustment arising from revision to estimates is included in the income statement of the year in which revisions are made. Contract revenue earned in excess of billing has been reflected under "Other current assets" and billing in excess of contract revenue has been reflected under "Other current liabilities" in the balance sheet.

Price Escalation and other claims or variations in the contract works are included in contract revenue only when:

i. Negotiations have reached to an advanced stage such that it is probable that customer will accept the claim; and
ii. The amount that is probable will be accepted by the customer and can be measured reliably.

Contract costs

Costs related to work performed in projects are recognised on an accrual basis, and the costs actually incurred in completing the work performed are recognised as an expense, together with those which, even though they are expected to be incurred in the future, have to be allocated to the work completed to date.

Contract modifications

Contract modifications are defined as changes in the scope of the work, other than changes envisaged in the original contract, that may result in a change in the revenue associated with that contract. Modifications to the initial contract require the customer's technical and/or financial approval before billings can be issued and the amounts relating to the additional work can be collected. The Company does not recognise the revenue from such additional work until the customer's either of the technical or financial approval has been obtained. In cases where the additional work has been approved but the corresponding change in price has not been determined, the requirement described below for variable consideration is applied: namely, to recognise revenue for an amount with respect to which it is highly probable that a significant reversal will not occur.

Claims

A claim is a request for payment of compensation from the customer (for example, for compensation, reimbursement of prolongation costs, etc) that is rejected and being disputed by the customer under the contract. The revenue relating to claims which are pending before various judicial authorities are not recognized till the time it is established that such amounts are clearly due and enforceable.

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Interest income

For all financial instrument measured at amortised cost, interest income is recorded using effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included under the head "other income" in the statement of profit and loss.

Other Operating Income

The Company presents incentives received related to refund of indirect taxes as other operating income in the statement of profit and loss.

e. Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

f. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in India.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as deferred tax asset only to the extent it is probable that sufficient taxable profit will be available to allow all or part of MAT credit to be utilised during the specified period, i.e.,
the period for which such credit is allowed to be utilised.

g. Property, Plant & Equipment

Property, plant and equipment and capital work in progress are stated at cost, net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance or extends its estimated useful life.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses upon disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within "other (income)/expense, net" in the statement of profit and loss.

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Depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, which is equal to the life prescribed under the Schedule II to the Companies Act, 2013.

The lives of the assets are as follows:

Assets	Life of the assets (In Years)
Buildings	30 - 60
Plant and Equipment	6 - 15
Furniture & Fixtures	10
Vehicles	8
Office Equipment	5
Computers	3-6
Windmill	22

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial period/year end and adjusted prospectively, if appropriate.

h. Intangible Assets

Costs relating to computer software, which is acquired, are capitalised and amortised on a straight-line basis over their estimated useful lives of three years.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

i. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

j. Leases

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The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

k. **Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost is determined on weighted average basis.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials and Components: Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

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- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost of finished goods includes excise duty.

- Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

l. Impairment of Non- Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated.

Impairment losses, including impairment on inventories, are recognised in the statement of profit and loss. An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

m. Provisions

GENUS POWER INFRASTRUCTURES LTD.

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Warranty Provision

Provisions for warranty-related costs are recognised when the product is sold or service provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

Liquidated damages

Provision for liquidated damages are recognised on contracts for which delivery dates are exceeded and computed in reasonable manner.

Other Litigation claims

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

Onerous contracts

If the Company has a contract that is onerous, the present obligation under the contract is recognised and measured as a provision. However, before a separate provision for an onerous contract is established, the Company recognises any impairment loss that has occurred on assets dedicated to that contract.

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Company cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

n. **Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

The cost of providing benefits under the defined benefit plan is determined based on actuarial valuation under purchase unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in

GENUS POWER INFRASTRUCTURES LTD.

the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

Past service costs are recognised in statement of profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

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Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

The Company treats accumulated leave, as a long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on an actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire liability in respect of leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date.

o. **Share Based Payments**

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the Company or by the counterparty, any remaining element of the fair value of the award is expensed immediately through statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

p. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

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The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (d) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instrument at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the OCI. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments:

All equity investments are measured at fair value except for equity investment in Associates which have been measured at cost. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in OCI subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If an equity instrument is classified as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments classified as FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Impairment of Financial Assets:

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

a) the rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flows from the asset, and
   (i) the Company has transferred substantially all the risks and rewards of the asset, or
   (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

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After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.
Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q. Derivative Financial Instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

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Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss. The foreign exchange forward are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions.

r. **Cash and Cash Equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

a. **Dividend**

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s. **Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares outstanding, for the effects of all dilutive potential shares.

t. **Segment reporting**

The Company's Chief Operating Decision maker is the Senior Management who evaluates Company's performance and allocates resources based on an analysis of various performance indicators by business verticals. Effective April 01, 2020, the Chief Operating Decision Maker (CODM) reviews the business as two operating segments - 'Metering Business' and 'Strategic Investment Activity'. Segment information has been presented in the Consolidated Financial Statements in accordance with Ind AS 108 notified under the Companies (Indian Accounting Standards) Rules, 2015

Further the geographical segment is based on the areas in which major operating divisions of the Company operates.

u. **Contingent Liability and contingent assets**

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of

GENUS POWER INFRASTRUCTURES LTD.

resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognise the contingent assets but discloses its existence in the financial statements.

v. CSR expenditure

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

2.3 Change in accounting policies and disclosures

New and amended standards

The Company applied Ind AS 116 for the first time in previous year. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in 2020, but do not have an impact on the standalone financial statements of the Company. The Company has not early adopted any standards or amendments that have been issued but are not yet effective/notified.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The Appendix C to Ind AS 12 addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. Upon adoption of the Appendix C to Ind AS 12, the Company considered whether it has any uncertain tax positions, particularly towards ongoing disputed matters. Upon evaluation, the Company noted that there is no significant impact on application of Appendix C to Ind AS 12.

Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on March 30, 2019 and it supersedes Ind AS 17 Leases, including appendices thereto. It is effective for annual periods beginning on or after April 01, 2019. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

GENUS POWER INFRASTRUCTURES LTD.

The Company has lease contracts of various premises for the purpose of office and warehouses for carrying out its operations. These generally have lease terms between 1 and 3 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has elected to apply the standard w.e.f April 01, 2019. The Company also has certain other lease of same kind, with low value and short-term nature. The Company applies the 'lease of low-value assets' and 'short-term assets' recognition exemptions for these leases.

Consequent to application of Ind AS 116, the Company has transferred its Leasehold Land under right-of-use asset and other than that there is no material impact to financial statements. Refer Note-3 to Financial statements for reconciliation.

Amendments to Ind AS 116: Covid-19-Related Rent Concessions.
The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

The amendments are applicable for annual reporting periods beginning on or after the 1 April 2020. In case, a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after the 1 April 2019.

This amendment had no impact on the consolidated financial statements of the Company.

Amendments to Ind AS 1 and Ind AS 8: Definition of Material
The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the standalone financial statements of, nor is there expected to be any future impact to the Company.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020.

The amendments to the definition of material are not expected to have a significant impact on the Company's standalone financial statements.

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Balance Sheet as at Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	As at Sept 30, 2021
ASSETS		
Non current assets		
Property, plant and equipment	3	13,991.56
Capital work-in-progress	3	188.20
Right of use assets	3	1,547.47
Intangible assets	3	174.65
Investment in associates	4	1,652.09
Financial assets		
Investments	5A	8,379.60
Loans	6	2,609.99
Other financial assets	7	5,159.19
Non-financial assets	8	787.57
Deferred tax assets (net)	12	81.76
		34,572.08
Current assets		
Inventories	9	16,668.46
Financial assets		
Investments	5B	15,247.21
Investment in trust	5B	5,995.08
Loans	6	9.69
Trade receivables	10	56,920.54
Cash and cash equivalents	11	946.98
Other bank balances	11	7,891.47
Other financial assets	7	895.35
Non-financial assets	8	2,947.85
		1,07,522.63
TOTAL ASSETS		**1,42,094.71**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	13	2,574.67
Other equity	14	90,691.53
Total equity		**93,266.20**
Liabilities		
Non current liabilities		
Financial liabilities		
Borrowings	15A	289.82
Lease liabilities	16	29.45
Other financial liabilities	17	736.59
Provisions	18	3,430.29
Government grants	19	355.69
Net employee defined benefit liabilities	20	53.95
		4,895.79
Current liabilities		
Financial Liabilities		
Borrowings	15B	23,595.71
Trade payables	21	
- Micro and small enterprises		916.29
- Other than micro and small enterprises		14,257.11
Lease liabilities	16	70.30

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Balance Sheet as at Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	As at Sept 30, 2021
Other financial liabilities	17	89.50
Government grants	19	68.18
Net employee defined benefit liabilities	20	194.27
Current tax liabilities (net)	22	380.67
Provisions	18	945.06
Non-financial liabilities	23	3,415.63
		43,932.72
TOTAL EQUITY AND LIABILITIES		**1,42,094.71**
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: October 29, 2021

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Statement of Profit and Loss for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Notes	Year ended Sept 30, 2021
Income		
Revenue from contracts with customers	24	30,815.15
Other income	25	1,365.45
Total income		**32,180.60**
Expenses		
Cost of raw material and components consumed	26	19,433.32
Change in inventories of finished goods and work-in-progress	27	58.45
Employee benefit expenses	28	5,191.96
Other expenses	29	4,172.98
Depreciation and amortisation expenses	30	1,020.74
Finance costs	31	1,290.97
Total expenses		**31,168.42**
Profit before tax		**1,012.18**
Tax expense		
Current tax		320.25
Deferred tax charge/ (credit)		30.15
Tax relating to earlier years		-
Total tax expense	32	**350.40**
Profit for the year		**661.78**
Other Comprehensive Income	33	
Items that will be reclassified to statement of profit or loss		
Items that will not be reclassified to statement of profit or loss		
Re-measurement gain/ (loss) on defined benefit plans		(69.67)
Net gain/ (loss) on FVTOCI on equity securities		374.88
Income tax effect		(106.65)
Total other comprehensive income/(loss) for the year, net of tax		**198.56**
Total comprehensive income for the year, net of tax		**860.34**
Earnings per share (In Indian Rupees per share):	45	
Basic earnings per share		0.26
Diluted earnings per share		0.26
Nominal value per equity share		1.00
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: October 29, 2021

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
CIN: L51909UP1992PLC051997
Standalone Statement of Cash Flows for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Year ended Sept 30, 2021
Profit before tax	**1,012.18**
Cash flows from operating activities	
Adjustments for :	
Depreciation and amortisation expenses	1,020.74
Loss on sale of property, plant and equipment (net)	11.67
Income from government grants	(34.41)
Provision for expected credit losses and bad debts written off (net)	480.08
Interest expense	1,290.97
Interest income	(879.89)
Gain on financial instruments at fair value through profit or loss	(287.63)
Share based payment expense	72.67
Net loss/ (gain) on foreign exchange fluctuations (unrealised)	(64.11)
Liabilities no longer required written back	-
Operating profit before working capital changes	**2,622.27**
Movement in working capital:	
Decrease/ (increase) in inventory	1,117.36
Decrease/ (increase) in trade receivables	(841.04)
Decrease in loans and other financial assets	(174.21)
Decrease in non-financial assets	(427.05)
Decrease in trade payables	(1,385.59)
Decrease/ (increase) in financial, non-financial liabilities and provisions	792.51
Cash generated from operations	**1,704.25**
Income tax paid (net)	(95.58)
Net cash flows from operating activities (A)	**1,608.67**
Cash flows used in investing activities	
Purchase of property, plant and equipment, including intangible assets, capital work in progress, capital advances and capital creditors	(685.50)
Proceeds from sale of property, plant and equipment	0.30
Loan given to body corporate	(850.00)
Loan repaid by the body corporate	850.00
Sale of current investments	226.59
Purchase of current investments	(1,711.03)
Decrease in margin money deposits (net)	(6,358.84)
Interest received	665.44
Net cash flows used in investing activities (B)	**(7,863.04)**

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Standalone Statement of Cash Flows for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

	Year ended Sept 30, 2021
Net cash flows used in financing activities	
Cash proceeds from issue of equity shares (including share application money received)	1.08
Increase in share premium	28.13
Repayment of long - term borrowings	(615.04)
Proceeds of long - term borrowings	-
Proceeds / (Repayment) of short - term borrowings (net)	2,017.80
Government Grant Received	-
Dividend and tax on dividend paid	(1,138.61)
Interest paid	(1,303.86)
Net cash flows used in financing activities (C)	**(1,010.50)**
Increase in cash and cash equivalents (A+B+C)	(7,264.87)
Cash and cash equivalents at the beginning of the year	(10,922.81)
Cash and cash equivalents at the year end	**(18,187.68)**
Components of cash and cash equivalents:	
Balance with banks:	
In current account	2.20
In cash credit account	714.35
In foreign currency account	4.50
In deposits with original maturity of less than three months	156.49
In unpaid dividend account*	59.30
Remittances in transit	-
Cash in hand	10.14
Cash credit from banks	(19,134.66)
Total cash and cash equivalents	**(18,187.68)**

* Can be utilised only for payment of dividend.

The accompanying notes are an integral part of the standalone financial statements.

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: October 29, 2021

GENUS POWER INFRASTRUCTURES LTD.

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

	Sept 30, 2021
4 Investments in associates	
Long term, unquoted, in fully paid equity shares at cost	
49,335 (March 31, 2021: 49,335) Equity Shares of Rs.100 each of M.K.J. Manufacturing Private Limited	600.00
10,299,000 (March 31, 2021: 10,299,000) Equity Shares of Rs.10 each of Greentech Mega Food Park Limited	1,052.09
	1,652.09
Aggregate value of unquoted investments	1,652.09
5 Investments	
A. Non-current investments	
(a.) Investment at fair value through OCI (fully paid)	
i. Long term, quoted, in fully paid equity shares	
500,000 (March 31, 2021: 500,000) Equity Shares of Re. 1 each in Genus Paper & Boards Limited	51.25
(I)	**51.25**
ii. Long term, unquoted, in fully paid equity shares	
536,912 (March 31, 2021: 536,912) Equity Shares of Rs.10 each of Genus Innovation Limited	1,204.88
6,177,586 (March 31, 2021: 6,177,586) Equity Shares of Rs.10 each of Yajur Commodities Limited	1,533.28
(II)	**2,738.16**
(b.) Investment at amortised cost (fully paid)	
i. Long term, unquoted, in fully paid preference shares *	
168,000 (March 31, 2021 : 168,000) 6% Redeemable, non cumulative, non convertible preference shares Rs. 100 each of Kailash Industries Limited	33.41
55,800 (March 31, 2021 : 55,800) 6% Redeemable, non cumulative, non convertible preference shares Rs.100 each of Kailash Vidyut & Ispat Limited	11.10
3,100,000 (March 31, 2021 : 3,100,000) 9% Redemable, cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	3,948.99
2,200,000 (March 31, 2021 : 2,200,000) 6% Redemable, non-cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	1,212.36
500,000 (March 31, 2021 : 500,000) 6% Redemable, non-cumulative, non-convertible preference shares of Rs. 100 each of Yajur Commodities Limited	297.58
4,36,200 (March 31, 2021 : 4,36,200) 6% Redemable, Non cumulative, non-convertible preference shares of Rs. 100 each of Hi-Print Electromack Private Limited	86.75
(III)	**5,590.19**
(I)+(II)+(III)	**8,379.60**

The investment mentioned above are for strategic purpose and accordingly where applicable have been accounted at fair value through other comprehensive income

* During the previous year, consequent to the scheme of arragement between Hi-Print Electromack Private Limited, Kailash Vidyut & Ispat Limited and Kailash Industries Limited , the Preference Shares Investment in Kailash Vidyut & Ispat Limited and Kailash Industries Limited have been transferred to Hi-Print Electromack Private Limited.

Notes:

1 Aggregate value of quoted investments	51.25
2 Aggregate value of unquoted investments	8,328.35
	8,379.60

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

		Sept 30, 2021
B. Current investments		
(a.) Investment at fair value through Profit or Loss		
i. Investment in units of mutual fund		
439,166.637 (March 31, 2021: 439,166.637) unit Motilal Oswal Most Focused Multicap 35 Fund - Regular Growth		157.04
9,573,091.712 (March 31, 2021: 9,573,091.712) unit SBI Debt Fund Series C - 28 (1,240 Days) Direct Plan Growth		1,223.72
1,710,000.000 (March 31, 2021: 1,710,000.000) unit SBI Debt Fund Series C - 26 (1,125 Days) Direct Plan Growth		219.23
Nil (March 31, 2021: 199,990.000) unit Baroda Dynamic Equity Fund- Regular Growth		-
Nil (March 31, 2021: 1,099,980.000) unit Baroda Equity Savings Fund - Regular Growth		-
Nil (March 31, 2021: 369971.501) unit Baroda Large and Mid Cap Fund - Regular Growth		-
2,499,865.007 (March 31, 2021: Nil) unit Baroda Business Cycle Fund - Regular Growth		248.49
	(I)	**1,848.48**
ii. Investment in units of corporate bonds		
50 (March 31, 2021: 50) unit 7.17% RIL 08 Nov 2022		514.91
50 (March 31, 2021: 50) unit 8.50% NABARD 31 Jan 2023		524.92
20 (March 31, 2021: 20) unit 8.84% PGC 21 Oct 2024		274.92
20 (March 31, 2021: 20) unit 8.84% PGC 21 Oct 2025		278.61
50 (March 31, 2021: 50) unit 6.70% Indian Railway Fin. Corp. 24 Nov 2021		502.48
50 (March 31, 2021: 50) unit 8.02% L&T 22 May 2022		511.44
50 (March 31, 2021: 50) unit 7.85% NABARD 23 May 2022		511.36
50 (March 31, 2021: 50) unit 7.93% NTPC 03 May 2022		510.90
50 (March 31, 2021: 50) unit 9.05% HDFC 20 Nov 2023		540.09
50 (March 31, 2021: 50) unit 8.00% HDB Financial Services 25 Aug 2022		514.62
50 (March 31, 2021: 50) unit 8.5383% Bajaj Finance 07 Jun 2022		513.55
50 (March 31, 2021: 50) unit 8.1130% Bajaj Finance 8th July 2022		513.00
100 (March 31, 2021: 100) 5.45% NTPC 15 Oct 2025		993.05
100 (March 31, 2021: 100) 5.50% IOC Ltd. 20 Oct 2025		996.54
100 (March 31, 2021: 100) 6.43% HDFC 29 Sept 2025		1,023.84
100 (March 31, 2021: 100) 8.30% REC LTD. 10 April 2025		1,080.20
100 (March 31, 2021: 100) 5.776% LIC Hsg 11 sept 2025		996.50
50 (March 31, 2021: 100) 6.50% PFC LTD. 17 Sept 2025		512.75
50 (March 31, 2021: Nil) 8.48% LIC Hsg 29 June 2026		548.03
	(II)	**11,861.71**
iii. Short term, quoted, in fully paid equity shares		
2,000 (March 31, 2021: 2,000) Equity Shares of Rs. 10 each in Reliance Industries Ltd.		50.39
666 (March 31, 2021: 666) Equity Shares of Rs. 10 each partly paid up in Reliance Industries Ltd.		12.46
15,950 (March 31, 2021: 15,950) Equity Shares of Re. 1 each in State Bank of India		72.25
20,900 (March 31, 2021: 20,900) Equity Shares of Re. 1 each in Axis Bank Limited		160.21
7,000 (March 31, 2021: 7,000) Equity Shares of Re. 1 each in ICICI Bank Limited		49.06
10,900 (March 31, 2021: 10,900) Equity Shares of Re. 1 each in Indusind Bank Limited		121.20
374,240 (March 31, 2021: Nil) Equity Shares of Re. 1 each in Gulshan Polyols Ltd.		1,071.45
	(III)	**1,537.02**
	(I)+(II)+(III)	**15,247.21**
(b.) Investments held at cost		
Genus Shareholder's Trust (Where the Company is the sole beneficary)*		5,995.08
		5,995.08

Notes:

1	Aggregate value of quoted investments	15,247.21
2	Aggregate value of unquoted investments	5,995.08

* Pursuant to the scheme of amalgamation approved by the Hon'ble Allahabad High Court in 2013 - 14, the shares of the Company held by the Company and Genus Paper & Boards Limited (formerly known as Genus Paper Products Limited) were consequently transferred to Genus Shareholders' Trust for the benefit of the Company and its Shareholders. The trust is administered by an independent trustee. The trust is holding 27,543,850 equity shares of Genus Power Infrastructures Limited and 47,543,850 equity shares of Genus Paper & Boards Limited (March 31, 2021: 27,543,850 of Genus Power Infrastructures Limited and 47,543,850 equity shares of Genus Paper & Boards Limited).

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

6 Loans

(Unsecured, considered good unless stated otherwise)	Sept 30, 2021
A. Non current	
Loan and advances to related parties	805.49
	805.49
Other loans and advances	
Loans to others	1,804.50
	1,804.50
	2,609.99
B. Current	
Other loans and advances	
Other claim receivable	9.69
	9.69

Refer note 46 for advances due from related parties

7 Other financial assets

(Unsecured, considered good)	Sept 30, 2021
A. Non current	
Retention money and other receivable (refer note 10)	260.09
Trade deposits	257.23
Non current bank balances (refer note 11)	4,641.87
	5,159.19
B. Current	
Interest receivable	633.92
Trade deposits	260.39
Foreign exchange forward contracts	1.04
	895.35

8 Non financial assets

(Unsecured, considered good)	Sept 30, 2021
A. Non current	
Capital advances (net of provision)	51.52
Advance income-tax (net of provision for taxation)	-
Balance with statutory/ government authorities	736.05
	787.57
B. Current	
Advances recoverable in cash or kind	942.19
Prepaid expenses	47.52
Balance with statutory/ government authorities	1,865.80
Export incentives receivable	92.34
	2,947.85

9 Inventories

(Valued at lower of cost and net realisable value)	Sept 30, 2021
Raw materials	9,237.61
Work-in-progress	3,109.13
Finished goods (Inclusive of Sales-In-Transit)	4,321.72
	16,668.46

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

10 Trade receivables

	Sept 30, 2021
(Unsecured, considered good unless otherwise stated)	
From related party (refer note 46)	1,385.39
From other parties	55,535.15
Total	**56,920.54**
Non Current	
Unsecured, considered good	260.09
Amount disclosed under non current other financial assets (refer note 7)	(260.09)
	-
Current	
Unsecured, considered good	56,920.54
Trade Receivables which have significant increase in credit Risk	-
Trade Receivables - credit impaired	1,016.09
	57,936.63
Impairment allowances	
Credit impaired	(1,016.09)
	56,920.54

11 Cash and bank balances

	Sept 30, 2021
A. Cash and cash equivalents	
Current	
Balance with banks:	
In current account	2.20
In cash credit account	714.35
In foreign currency account	4.50
In deposits with original maturity of less than three months	156.49
In unpaid dividend account*	59.30
Remittances in transit	-
Cash in hand	10.14
	946.98
B. Other bank balances	
Non Current	
Margin money deposits	709.87
Other bank deposits	3,932.00
	4,641.87
Amount disclosed under non current other financial assets (refer note 7)	(4,641.87)
	-
Current	
Margin money deposits	3,658.34
Other bank deposits	4,121.00
Other bank balance	112.13
	7,891.47

* Can be utilised only for payment of dividend.

Breakup of financial assets carried at amortised cost	Sept 30, 2021
Investments	29,621.89
Loans	2,619.68
Trade receivable	56,920.54
Cash and bank balances	13,480.32
Other financials assets	1,412.67
Total financial assets carried at amortised cost	**1,04,055.10**

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

12 **Deferred tax assets (net)**

		Sept 30, 2021
Deferred tax liability arising on account of temporary differences relating to:		
Accelerated depreciation for tax purposes		(751.69)
Impact on account of investment carried at FVTPL		(332.74)
Impact on account of investment carried at FVTOCI		(444.19)
	(A)	**(1,528.62)**
Deferred tax asset arising on account of temporary differences relating to:		
Impact on account of employee benefits		83.61
Provision for credit risk impaired		396.51
Impact on account of investment carried at amortised cost		590.27
MAT credit entitlement*		539.99
	(B)	**1,610.38**
	Net deferred tax assets (A)+(B)	**81.76**

Deferred tax assets (net):

	Opening balance	Recognised in statement of profit & loss	Recognised in OCI	Closing balance
For the year ended September 30, 2021				
Accelerated depreciation for tax purposes	(827.84)	76.15	-	(751.69)
Impact on account of investment carried at FVTPL	(252.93)	(79.81)	-	(332.74)
Impact on account of investment carried at FVTOCI	(313.20)	-	(130.99)	(444.19)
Impact on account of employee benefits	117.39	(58.12)	24.34	83.61
Provision for credit risk impaired	342.25	54.26	-	396.51
Impact on account of investment carried at amortised cost	612.90	(22.63)	-	590.27
Others	-	-	-	-
MAT credit entitlement*	656.25	(116.26)	-	539.99
	334.82	**(146.41)**	**(106.65)**	**81.76**

* MAT Credit entitlement is included in current tax expense. The Company is confident of utilising the MAT Credit balance before the expiry of the statutory time limit.

GENUS POWER INFRASTRUCTURES LTD.

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

13 Share capital

	Sept 30, 2021
Authorised	
631,600,000 (March 31, 2021: 631,600,000) equity shares of Re.1 each	6,316.00
504,000 (March 31, 2021: 504,000) 10% redeemable preference shares of Rs.100 each	504.00
1,500,000 (March 31, 2021: 1,500,000) preference shares of Rs.100 each	1,500.00
Issued, subscribed and fully paid-up shares	
257,466,752 (March 31, 2021: 257,358,965) equity shares of Re.1 each	2,574.67
	2,574.67

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

Equity shares	Sept 30, 2021	
	Numbers	Value
At the beginning of the year	25,73,58,965	2,573.59
Issued during the year under employee stock option plan	1,07,787	1.08
Outstanding at the end of the year	**25,74,66,752**	**2,574.67**

b. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Re.1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

	Sept 30, 2021	
	Numbers	% holding
Hi - Print Electromack Private Limited	4,73,02,827	18.37%
Vikas Kothari (on behalf of Genus Shareholders' Trust)	2,75,43,850	10.70%
Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund (previously known as Reliance Capital Trustee Co Ltd)	1,30,50,894	5.07%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares except for Vikas Kothari who is holding equity shares on behalf of Genus Shareholders' Trust.

d. For details of shares reserved for issue under Employee Stock Option Plan (ESOP) of the Company, refer note 35.

14 Other equity

	Sept 30, 2021
Capital reserve	294.62
Securities premium reserve	8,191.55
Share based payment reserve	222.91
General reserve	11,867.20
Equity instruments through OCI reserve	826.96
Surplus in the statement of profit and loss	69,288.29
	90,691.53

The nature, purpose and movement in balance of other equity is as follows:

Capital reserve

Represents capital reserve balances of acquired entities which are transferred to the Company upon mergers in the earlier years.

As per last balance sheet	294.62
Add: Additions during the year	-
Closing balance	**294.62**

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only in accordance with the provisions of the Companies Act, 2013.

As per last balance sheet	8,163.42
Add: Premium on exercise of employee stock options	28.13
Closing balance	**8,191.55**

GENUS POWER INFRASTRUCTURES LTD.

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

Share based payment reserve

The share options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

As per last balance sheet	150.24
Add: Compensation cost of options granted	72.67
Closing balance	**222.91**

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. The Company records the amount received from Genus Shareholders' Trust in general reserve. However, the amount previously transferred to the general reserve can be utilised only in accordance with the requirements of Companies Act, 2013.

As per last balance sheet	11,867.20
Add: Additions during the year	-
Closing balance	**11,867.20**

Equity instruments through OCI reserve

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income.

	Sept 30, 2021
As per last balance sheet	583.08
Add: Net gain/ (loss) on FVTOCI on equity securities	243.88
Less : Reclassification from OCI to retained earnings	-
Closing balance	**826.96**

Surplus in the statement of profit and loss

Surplus in the statement of profit and loss are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distribution to share holders.

As per last balance sheet	69,821.44
Add: Profit for the year	661.78
Add : Re-measurement gains / (loss) on defined benefit plans	(45.32)
Add : Reclassification from OCI to retained earnings	-
Less: Appropriations	
Final Dividend @ Re. 0.50 (March 31, 2021: Re 0.10)	1,149.61
Tax on equity dividend	-
Total appropriations	**1,149.61**
Net surplus in the statement of profit and loss	**69,288.29**
Total other equity	**90,691.53**

14A Distribution made

	Sept 30, 2021
Cash dividends on equity shares declared and paid:	
Final Dividend : Re. 0.50 per share	1,149.61
Tax on equity dividend	-

GENUS POWER INFRASTRUCTURES LTD.

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

15 Borrowings

	Sept 30, 2021
A. Non current borrowings	
From banks (secured)	
Term loans	1,263.24
Other loans (secured)	
Vehicle Loan	95.35
	1,358.59
Less: Current maturities of Non current borrowings	
From banks (secured)	
Term loans	1,014.77
Other loans (secured)	
Vehicle loan	54.00
Amount disclosed under other current borrowings	**1,068.77**
	289.82
The above amount includes:	
Secured borrowings	**1,358.59**
Unsecured borrowings	-
B. Current borrowings	
Current maturities of long-term borrowings	1,068.77
Other short term borrowings	
Cash credit from banks (Secured)	19,134.66
Supplier's credit from banks (Secured)	-
Bills discounting and Others (Unsecured)	3,392.28
	23,595.71
The above amount includes:	
Secured borrowings	**19,134.66**
Unsecured borrowings	**3,392.28**

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
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16 Lease liabilities	Sept 30, 2021
Current	70.30
Non Current	29.45
Closing Balance	**99.75**

17 Other financial liabilities	Sept 30, 2021
A. Non current	
Security deposit received	7.75
Retention due to vendors	728.84
	736.59
B. Current	
Creditors for capital goods	29.81
Unclaimed dividend (refer note 43)	59.30
Interest accrued but not due on borrowings	0.39
Foreign exchange forward contracts	-
	89.50

18 Provisions	Sept 30, 2021
A. Non current	
Other provisions	
For warranties (refer note 52)	3,430.29
	3,430.29
B. Current	
Other provisions	
For future foreseeable losses	87.49
For warranties (refer note 52)	857.57
	945.06

19 Government Grants	Sept 30, 2021
As per last balance sheet	458.29
Received during the year	-
Recognised in the statement of profit and loss	(34.41)
Closing Balance	**423.88**
Non current	**355.69**
Current	**68.18**

Government Grant has been received towards certain items of property, plant and equipment under the Modified Special Incentive Package Scheme (M-SIPS) for manufacturing units of the Company towards manufacturing of the products that are approved under the scheme.

GENUS POWER INFRASTRUCTURES LTD.

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

20 Net employee defined benefit liabilities

	Sept 30, 2021
A. Non current	
Provision for gratuity (refer note 36(2))	53.95
	53.95
B. Current	
Provision for compensated absences	194.27
	194.27

21 Trade payables

	Sept 30, 2021
Trade payables (Refer note 42 for details of dues to micro and small enterprises)	
- Micro and small enterprise	916.29
- Other than micro and small enterprise	14,257.11
	15,173.40

Trade payables are non-interest bearing.
Refer note 46 for trade payables to related parties.
For explanations on the Company's credit risk management processes, refer to Note 41.

Breakup of financial liabilities carried at amortised cost

	Sept 30, 2021
Borrowing	23,885.53
Other liabilities	826.09
Trade payables	15,173.40
Lease Liabilities	99.75
	39,984.77

22 Current tax liabilities (net)

	Sept 30, 2021
Provision for income tax (net of advance tax)	380.67
	380.67

23 Non-financial liabilities (Current)

	Sept 30, 2021
Advance from customers	1,561.04
Statutory liabilities	935.47
Contract liability - Revenue in excess of billing	919.12
	3,415.63

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

24 Revenue from contracts with customers	Sept 30, 2021
Revenue from sale of goods	28,596.36
Revenue from rendering of services	1,736.93
Revenue from construction contracts	81.89
Other operating revenue	
Scrap sales	116.62
Export and other incentives	283.35
	30,815.15

25 Other income	Sept 30, 2021
Interest income on :	
Bank deposits	240.13
Investments	620.37
Other advances and deposits	19.39
Liabilities no longer required written back	-
Gain on financial instruments at fair value through profit or loss	287.63
Gain on foreign currency transactions (net)	150.31
Miscellaneous income	47.62
	1,365.45

26 Cost of raw material and components consumed	Sept 30, 2021
Raw material consumed (including erection expenses)	
Opening stock at the beginning of the year	10,296.52
Add: Purchases (including erection expenses)	18,374.41
	28,670.93
Less: Closing stock at the end of the year	9,237.61
	19,433.32

GENUS POWER INFRASTRUCTURES LTD.

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

27 Change in inventories of finished goods and work-in-progress

		Sept 30, 2021
Inventories at the end of the year		
Finished goods		4,321.72
Work-in-progress		3,109.13
	(A)	**7,430.85**
Inventories at the beginning of the year		
Finished goods		4,521.55
Work-in-progress		2,967.75
	(B)	**7,489.30**
	(B) - (A)	**58.45**

28 Employee benefit expenses

	Sept 30, 2021
Salaries, wages and bonus	4,754.83
Contribution to provident and other funds (refer note 36(1))	209.94
Share based payment expense	72.68
Gratuity expense (refer note 36(2))	66.11
Staff welfare expenses	88.40
	5,191.96
	4,964.77

29 Other expenses

	Sept 30, 2021
Sampling and testing expenses	137.10
Power and fuel	252.61
Repairs and maintenance	
Plant and machinery	213.24
Buildings	26.06
Others	65.41
Rent (refer note 47)	109.88
Rates and taxes	355.89
Printing, postage, telegram and telephones	41.35
Insurance	92.11
Legal and professional charges	279.52
Payment to statutory auditors (refer note 37)	30.28
Advertisement and sales commission expenses	193.20
Freight and forwarding expenses	322.23
Travelling and conveyance	327.02
Warranty expenses	467.79
Donations	2.27
Donations to political party	500.00
CSR expenditure (refer note 53)	106.67
Bad debts written off (net of recovery)	324.80
Provision for expected credit losses	155.28
Loss on sale of property, plant and equipment (net)	11.67
Loss on foreign currency transactions (net)	-
Miscellaneous expenses	158.60
	4,172.98

30 Depreciation and amortisation expenses

	Sept 30, 2021
Depreciation on tangible assets	936.52
Depreciation on right-of-use assets	43.62
Amortisation on intangible assets	40.60
	1,020.74

GENUS POWER INFRASTRUCTURES LTD.

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

31 Finance costs

	Sept 30, 2021
Interest on loans from banks	794.05
Lease interest	3.04
Interest on others	14.54
Bank charges	479.34
	1,290.97

32 Tax expenses

	Sept 30, 2021
Income tax expenses	
The major component of income tax expenses are as follows:	
Current Income tax:	
Current income tax charges	320.25
Deferred tax:	
Relating to origination and reversal of temporary differences	30.15
	350.40
Adjustment in respect of current income tax of previous years	-
Income tax expenses reported in the statement of profit or loss	350.40

33 Components of Other Comprehensive Income (OCI)

	Sept 30, 2021
The disaggregation of changes to OCI by each type of reserve in equity is shown as below:	
Items that will not be reclassified to profit or loss	
Re-measurement gains / (loss) on defined benefit plans	(69.67)
Net gain/ (loss) on FVTOCI on equity securities	374.88
Income tax effect	(106.65)
	198.56

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
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Notes to the Standalone Financial Statements for the period ended September, 2021
(All amounts are in Indian Rupees in lacs except share data and unless otherwise stated)

3 Property, plant and equipment and intangible assets

	Leasehold land	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Windmill	Total - Property, plant and equipment	ROU Assets	Intangible - Computer software
Gross carrying value (cost or deemed cost)												
At March 31, 2021	-	600.41	7,381.32	13,011.15	206.09	788.60	124.68	575.49	355.20	23,042.93	1,787.79	494.30
Additions				223.44	2.19		1.59	112.22		339.44	90.59	51.87
Disposals				(26.25)	(1.71)	(19.14)	(5.93)	(51.39)		(104.42)		(0.17)
At September 30, 2021	-	600.41	7,381.32	13,208.34	206.57	769.46	120.34	636.32	355.20	23,277.95	1,878.38	546.00
Depreciation and amortisation												
At March 31, 2021	-	-	1,409.99	6,089.48	100.19	281.88	87.89	323.63	151.92	8,444.98	286.64	330.75
Charge for the year			119.90	686.32	9.25	37.02	6.04	65.29	12.69	936.51	44.01	40.60
Disposals				(21.07)	(1.46)	(18.18)	(5.64)	(48.75)		(95.10)		
Transfer to ROU												
At September 30, 2021	-	-	1,529.89	6,754.73	107.98	300.72	88.29	340.17	164.61	9,286.39	330.65	371.35
Net Block												
At March 31, 2021	-	600.41	5,971.33	6,921.67	105.90	506.71	36.79	251.85	203.28	14,597.94	1,501.15	163.55
At September 30, 2021	-	600.41	5,851.43	6,453.61	98.59	468.73	32.05	296.14	190.59	13,991.55	1,547.73	174.65

Capital Work in progress Rs. 188.20 Lacs (March 31,2021 : Rs.8.38 Lacs)

Notes

1. Additions to property, plant and equipment during the year includes capital expenditure towards research centre aggregating to Rs 93.69 L (March 31, 2021: Rs.248.37 Lacs) [refer note 44(b)].

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34 Commitments and Contingencies

(A) Commitments

Particulars	Sept 30, 2021
Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for in books	16.29

(B) Contingent liabilities

	Particulars	Sept 30, 2021
a.	Bank guarantee issued by banks and against which margin money of Rs 441.90 Lacs (March 31, 2021: Rs.238.25 Lacs) was provided in the form of fixed deposits.	5,717.23
b.	Corporate guarantee to banks for securing the credit facilities of others [Actual utilisation as at September 30 ,2021 Rs. 747.79 Lacs (March 31, 2021 : Rs. 1,527 Lacs)]	2,000.00
c.	Claims arising from disputes not acknowledged as debts - indirect taxes	3,109.12
d.	Claims arising from disputes not acknowledged as debts - direct taxes	142.04
e.	Claims against the Company not acknowledged as debts - others	251.65

35 Share based payments

Employee Stock Option Scheme "ESOS-2012"

The Company instituted an Employee Stock Option Plan "ESOS-2012" as per the special resolution passed in a General Meeting held on December 29, 2012. This scheme has been formulated in accordance with the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and is in compliance with Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has reserved issuance of 4,945,000 (March 31, 2021: 4,945,000) equity shares of face value of Re. 1 each for offering to eligible employees of the Company under Employees Stock Option Scheme-2012 (ESOS-2012). In the earlier years, the Company has granted 5,256,365 options which includes 1,815,600 options at a price of Rs. 7 per option (adjusted for shares issued pursuant to scheme of arrangement), 582,000 options at a price of Rs. 6 per option (adjusted for shares issued pursuant to scheme of arrangement), 442,700 options at a price of Rs. 27.10 per options, 2,416,065 options at a price of Rs. 30.30 per option and 16,25,700 options at a price of Rs. 17.95. Out of the total grant made till date, 2,416,065 options originally granted at a price of Rs. 30.30 per option has been canceled. The options would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.

The details of option outstanding of ESOS 2012 are as below :

Particulars	Sept 30, 2021
Options outstanding at the beginning of the year	17,33,487
Granted during the year	-
Exercised during the year	1,07,787
Forfeited / Lapsed / Cancelled during the year	-
Options outstanding at end of the year	16,25,700
Vested / exercisable during the year	-
Weighted average exercise price (Rs.)	17.95
Weighted average fair value of options at the date of grant (Rs.)	7.07

Particulars	Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life of options (in years)
As at September 30, 2021	Rs. 6.00 to Rs. 27.10	16,25,700	3.82

GENUS POWER INFRASTRUCTURES LTD.

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

The Black Scholes valuation model has been used for computing the weighted average fair value of the options. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant V	Grant IV	Grant III	Grant II	Grant I
Dividend yield	3.23%	1.35%	0.37%	0.85%	0.75%
Expected volatility	50.30%	53.61%	57.76%	62.26%	62.42%
Risk-free interest rate	6.32%	7.37%	8.32%	7.82%	7.88%
Weighted average price (in Rs.)	7.07	30.30	15.91	6.90	7.85
Exercise price (in Rs.).	17.95	30.30	27.10	6.00	7.00
Expected life of options granted (in years)	5.01	5.50	5.50	5.50	5.50

Employees Stock Appreciation Rights Plan-2019 "ESARP-2019"

The Company instituted an Employees Stock Appreciation Rights Plan-2019 "ESARP-2019" as per the resolution passed in Annual General Meeting held on September 06, 2019. This scheme has been formulated in accordance with the Securities Exchange Board of India Guidelines, 1999 and is in compliance with Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Company has reserved issuance of 3,000,000 (March 31, 2021: 3,000,000) equity shares of face value of Re.1 each for offering to eligible employees of the Company under Employees Stock Appreciation Rights Plan-2019 (ESARP-2019). The Company has granted 1,650,000 right at a price of Rs. 23.50 per right. During the current year 8,00,000 ESARs were granted at an exercise price of Rs. 54 per right. The rights would vest over a maximum period of 6 years or such other period as may be decided by the Nomination and Remuneration Committee from the date of grant based on specified criteria.

The details of option outstanding of ESARP-2019 are as below :

Particulars	Sept 30, 2021
Options outstanding at the beginning of the year	16,50,000
Granted during the year	8,00,000
Exercised during the year	-
Forfeited / Lapsed / Cancelled during the year	-
Options outstanding at end of the year	24,50,000
Vested / exercisable during the year	-
Weighted average exercise price (Rs.)	33.46
Weighted average fair value of options at the date of grant (Rs.)	30.72

Particulars	Range of exercise prices	Number of	Weighted average remaining
As at September 30, 2021	Rs. 23.50 to Rs. 54.00	24,50,000	4.65

The Black Scholes valuation model has been used for computing the weighted average fair value of the options. The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

	Grant I	Grant II
Dividend yield	2.47%	0.93%
Expected volatility	50.27%	53.16%
Risk-free interest rate	6.15%	6.30%
Weighted average price (in Rs.)	33.29	25.41
Exercise price (in Rs.).	23.5	54
Expected life of options granted (in years)	5.01	7.51

GENUS POWER INFRASTRUCTURES LTD.

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

36 Gratuity and other post-employment benefit plans

(1) Disclosures related to defined contribution plan

Particulars	Sept 30, 2021
Provident fund contribution recognised as expense in the statement of profit and loss	209.94

(2) Disclosures related to defined benefit plan

The Company has a defined benefit gratuity plan and governed by Payment of Gratuity Act, 1972. The Employees' Gratuity Fund Scheme managed by a trust is a defined benefit gratuity plan which is administered through Group Gratuity Scheme with Life Insurance Corporation of India. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service. The following tables summarise net benefit expenses recognised in the statement of profit and loss, the status of funding and the amount recognised in the Balance sheet for the gratuity plan:

Statement of profit and loss

Particulars	Sept 30, 2021
A) Net employee benefit expense (recognised in Employee benefits expenses)	
Current service cost	64.18
Interest cost on benefit obligation	36.83
Interest on plan asset	(38.42)
Net actuarial (gain) / loss recognized in the year	73.19
Net employee benefit expenses	**135.78**
Amount recognised in the statement of profit and loss	66.11
Amount recognised in other comprehensive income	69.67

B) Amount recognised in the Balance Sheet

Particulars	Sept 30, 2021
Details of provision for gratuity	
Defined benefit obligation (DBO)	1,226.15
Fair value of plan assets (FVPA)	(1,172.19)
Net plan liability	**53.96**

C) Changes in the present value of the defined benefit obligation for gratuity are as follows :

Particulars	Sept 30, 2021
Opening defined benefit obligation	1,083.31
Current service cost	64.18
Interest cost	36.83
Benefits paid	(31.36)
Actuarial (gains) / losses on obligation for the year	73.19
Closing defined benefit obligation	**1,226.15**

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D) Changes in fair value of plan assets

Particulars	Sept 30, 2021
Opening fair value of plan assets	1,005.56
Interest on plan asset	38.42
Contributions by employer	160.28
Benefits paid	(31.36)
Fund management charges	(0.71)
Closing fair value of plan assets	**1,172.19**

E) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below

Particulars	Sept 30, 2021
Discount rate (p.a.)	6.83%
Expected return on assets (p.a.)	6.95%
Increment rate (p.a.)	7.00%

F) Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flow

Expected benefit payments for the year ending:

Year	Sept 30, 2021
2020 - 2021	
2021 - 2022	94.39
2022 - 2023	42.65
2023 - 2024	55.42
2024 - 2025	33.91
2025 - 2026	61.94

G) Sensitivity Analysis

A quantitative sensitivity analysis for the significant assumption is as shown below:

Particulars	Sept 30, 2021
(a) Effect of 0.5% change in assumed discount rate	
- 0.5% increase	(64.17)
- 0.5% decrease	69.72
(b) Effect of 0.5% change in assumed salary escalation rate	
- 0.5% increase	62.58
- 0.5% decrease	(58.75)

(3) Notes:

1 The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

2 Percentage of plan assets as investments with insurer is 100%.

3 The expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

GENUS POWER INFRASTRUCTURES LTD.

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

37 **Remuneration to statutory auditors (excluding applicable taxes)**

Particulars	Sept 30, 2021
As Auditors:	
Statutory audit (including limited review)	27.43
Tax audit	-
In other capacity:	
Certification	0.89
Reimbursement of expenses	1.96
Total	**30.28**

38 **Hedging Activities and Derivatives**

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one week to twelve months.

Particulars of unhedged foreign currency exposure are detailed below at the exchange rate prevailing as at the reporting date :

(Equivalent amount in Indian Rupees)

Particulars	Currency	Sept 30, 2021
Short term borrowings	USD	-
Trade receivables	USD	795.01
	EUR	-
	SGD	-
Trade payables including interest accrued but not due on borrowings and creditors for capital goods	USD	2,552.54
	JPY	19.98
	SGD	3.39
Bank balances	USD	2.35
	SGD	2.15

Details of foreign currency exposure that has been hedged by forward contract are as follows:

Particulars	Currency	Sept 30, 2021
Trade payable and short term borrowings	USD	2,068.80

39 **Fair values**

The fair value of the financial assets and liabilities approximates their carrying amounts as at the balance sheet date.

40 **Fair value hierarchy**

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

Quantitative disclosures fair value measurement hierarchy of assets as at September 30, 2021

	Valuation technique	Sept 30, 2021
Assets measured at fair value		
Investment in equity shares (Quoted)-measured at FVTPL	Level 1	1,537.02
Investment in equity shares (Quoted)-measured at FVTOCI	Level 1	51.25
Investment in mutual funds & corporate bonds (Quoted)-measured at FVTPL	Level 1	13,710.19
Investment in equity shares (Unquoted)-measured at FVTOCI	Level 3	2,738.16

GENUS POWER INFRASTRUCTURES LTD.

41 **Financial risk management objectives and policies**

Financial Risk Management Framework

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables, and cash and cash equivalent and other bank balances.

The Company is exposed to credit risk, market risk and liquidity risk. The Company has a risk management policy and its management is supported by a risk management committee that advices on risk and appropriate financial risk governance framework for the Company. The risk management committee provides assurance to the Company's management that the risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The audit committee and the Board of Directors reviews and agrees policies for managing each of these risks.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and loans to companies). The company deals with parties which has good credit rating/worthiness given by external rating agencies or based on groups internal assessment. The major customers are usually the Government parties.

Exposure to credit risk:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 59790.62 Lacs (March 31, 2021: Rs. 59,404.60Lacs), being the total of the carrying amount of balances with trade receivables (including retention money) and loans to companies.

The measurement of impaired credit for carrying amount of the above financial assets is ascertained using the expected credit loss model (ECL) approach. The Company is considerate of the fact the majority of the collection is receivable from Government Companies where there can be delay in collection, however, there are no significant risk of bad debts. The sale for the current year include two customers (sale value of Rs. 5,341.61 Lacs and Rs. 4,469.77 Lacs respectively) where individual sale made to parties were more than 10% individually of total revenue.

The Company has a developed ECL model in place which factors into the potential future impact of the COVID-19. Appropriate measurement for expected credit loss has been made and provided for in financial statements. The Company has also a made detailed assessment of the recoverability and carrying value of the mentioned financial assets. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its collectability.

Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The table below summarises the maturity profile of the Company's financial liabilities based in contractual undiscounted payments:

September 30, 2021	On demand	Upto 1 year	1 to 5 years	> 5 years	Total
Borrowings	19,134.66	4,461.05	289.82	-	23,885.53
Trade payables	-	15,173.40	-	-	15,173.40
Other payables	-	89.50	736.59	-	826.09
Lease liabilities	-	70.30	29.45	-	99.75
	19,134.66	19,794.25	1,055.86	-	39,984.77

GENUS POWER INFRASTRUCTURES LTD.

Foreign Currency exchange rate risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. The risks primarily relate to fluctuations in US Dollar, Japanese Yen, SGD and Euro against the functional currency of the Company. The Company, as per its risk management policy, uses derivative instruments primarily to hedge foreign currency payable. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies. The information on derivative instruments is disclosed in note no. 38.

42 **Details of dues to micro and small enterprises as defined under the MSMED Act, 2006**

Particulars	Sept 30, 2021
The principal amount remaining unpaid as at the end of the year.	916.29
The amount of interest accrued and remaining unpaid at the end of the year.	-
Amount of interest paid by the Company in terms of section 16 of Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of payments made beyond the appointed date during the year.	-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the Micro Small and Medium Enterprise Development Act, 2006.	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006.	-

43 In respect of the amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are to be credited to the Investor Education and Protection Fund as at September 30, 2021 and March 31, 2021. During the year, the Company has transferred Rs. NIL Lacs (March 31, 2021: Rs. 2.42 lacs) to Investor Education and Protection Fund.

44 **Research and development expenses**

a. **Details of research and development expenses incurred during the year, debited under various heads of statement of profit and loss is given below:**

Particulars	Sept 30, 2021
Cost of material consumed	42.37
Employee benefit expenses	776.25
Legal and professional charges	4.65
Travelling and conveyance	45.92
Sampling and testing expenses	1.16
Others	32.59
Total	**902.94**

b. **Details of capital expenditure incurred for research and development are given below:**

Particulars	Sept 30, 2021
Building	-
Plant and equipment's	41.23
Computers	52.01
Office equipment	0.45
Furniture and fixtures	-
Total	**93.69**

GENUS POWER INFRASTRUCTURES LTD.

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

45 **Earning per share (EPS)**

Particulars		Sept 30, 2021
Profit available for equity shareholders (profit after tax)		661.78
Weighted average number of equity shares in computing basic EPS	(a)	25,74,24,009
Effect of dilution on account of Employee stock options granted	(b)	19,78,905
Weighted average number of equity shares considered for calculation of diluted EPS	**(a+b)**	**25,94,02,914**

46 **Related party disclosures**

Names of related parties and description of relationship

Relationship	Name of the Party	
Associates	M.K.J. Manufacturing Private Limited	
	Greentech Mega Food Park Limited	
Key managerial personnel (KMP)	Mr. Ishwar Chand Agarwal	Executive Chairman
	Mr. Rajendra Kumar Agarwal	Managing Director & CEO
	Mr. Jitendra Kumar Agarwal	Joint Managing Director
	Mr. Nathu Lal Nama	Chief Financial Officer
	Mr. Ankit Jhanjhari	Company Secretary
Relatives to key managerial personnel	Mrs. Shanti Devi Agarwal	
	Rajendra Kumar Agarwal (HUF)	
	Amit Agarwal (HUF)	
	Mrs. Monisha Agarwal	
	Mrs. Anju Agarwal	
Enterprises in which the KMP have control or have significant influence	Yajur Commodities Limited	
	J. C. Textiles Private Limited	
	Hi-Print Electromack Private Limited	
	Genus Paper & Boards Limited	
	Kailash Vidyut & Ispat Limited	
	Kailash Industries Limited	
	Genus Prime Infra Limited	
	Genus Apparels Limited	
	Genus Consortium	
	Genus Innovation Limited	
Independent and Non Executive Directors	Mr. Dharam Chand Agarwal	
	Mr. Udit Agarwal	
	Mr. Rameshwar Pareek	
	Mrs. Mansi Kothari	
	Subhash Chandra Garg*	
Non Independent and Non Executive Directors	Mr. Kailash Chandra Agarwal	
	Dr. Keith Mario Torpy**	

* Appointed with effect from Nov 11, 2020
** Appointed with effect from Dec 12, 2020

Transactions with related parties

Particulars	Sept 30, 2021
Associates	
M.K.J. Manufacturing Private Limited	
Balance receivable	-
Advance given	8.00
Advance repaid	8.00
Closing Investment Balance	600.00
Greentech Mega Food Park Limited	
Sales of Goods & Services	1.89
Advance for capital goods	70.09
Closing Balance (Receivables)	-
Closing Investment Balance	1,052.09

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

Particulars	Sept 30, 2021
Enterprises in which the KMP have control or have significant influence	
Yajur Commodities Limited	
Interest income	16.75
Loans given	850.00
Loans repaid	850.00
Investment made – preference shares	-
Closing investment balance of Investment in Preference shares	5,458.93
Closing investment balance of Investment in Equity shares	1,533.28
Guarantee commission	-
Corporate guarantee utilised	747.49
J. C. Textiles Private Limited	
Rent paid	12.00
Balance payable	-
Hi-Print Electromack Private Limited	
Closing Investment Balance of Preference Shares (Refer note no 5)	86.75
Genus Paper & Boards Limited	
Purchases of Goods & Services (net)	94.20
Interest income	-
Advance Given	417.50
Balance Receivable	-
Genus Apparels Limited	
Purchases of Goods & Services	9.96
Balance payable	9.01
Genus Consortium	
Balance Receivable	805.49
Genus Innovation Limited	
Sale of goods and services	1,608.42
Purchase of goods and services	57.51
Purchase of fixed assets	-
Sale of fixed assets	-
Rental Charges	2.21
Rental income	6.85
Closing Investment balance of Investment in Equity shares	1,204.88
Balance receivable	1,385.39
Kailash Vidyut & Ispat Limited	
Closing Investment Balance of Preference Shares (Refer note no 5)	11.10
Kailash Industries Limited	
Closing Investment Balance of Preference Shares (Refer note no 5)	33.41

Genus Prime Infra Limited

In the previous year,the Board of Directors of the Company has approved the scheme of arrangement u/s 230 -232 of the Companies Act, 2013 between the Company and Genus Prime Infra Limited and there respective shareholders and Creditors for transfer of 'Strategic Investment division' to Genus Prime Infra Limited through demerger on a going concern basis. The company currently is in the process of filing requirements to the relavant authorities and proceed with the scheme after the same is approved by the same.

GENUS POWER INFRASTRUCTURES LTD.

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

Particulars	Sept 30, 2021
Key managerial personnel	
Mr. Ishwar Chand Agarwal**	
Remuneration*	150.00
Commission	-
Mr. Rajendra Kumar Agarwal**	
Rental charges	2.14
Remuneration*	120.00
Commission	-
Mr. Jitendra Kumar Agarwal**	
Rental charges	1.20
Remuneration*	120.00
Commission	-
Mr. Nathu Lal Nama	
Salary paid	32.48
Mr. Ankit Jhanjhari	
Salary paid	11.86
Relatives to key managerial personnel	
Amit Agarwal (HUF)	
Rental charges	3.60
Balance payable	
Rajendra Kumar Agarwal (HUF)	
Rental charges	1.80
Mrs. Anju Agarwal	
Rental charges	3.41
Mrs. Monisha Agarwal	
Rental charges	3.35
Mrs. Shanti Devi Agarwal	
Rental charges	0.60
Independent and Non Executive Directors	
Mr. Dharam Chand Agarwal	
Sitting fees	1.20
Mr. Rameshwar Pareek	
Sitting fees	2.30
Mr. Udit Agarwal	
Sitting fees	0.90
Mrs. Mansi Kothari	
Sitting fees	1.70
Mr. Subhash Chandra Garg	
Sitting fees	1.80
Commission	7.50
Non Independent and Non Executive Directors	
Dr. Keith Mario Torpy	
Technical Consultancy Fees	14.28
Balance payable	2.48

* Does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.

GENUS POWER INFRASTRUCTURES LTD.

47 **Leases - operating leases**

Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable/ cancellable at the option of either of the parties. There are no restrictions imposed by lease arrangements. The aggregate amount of operating lease expenses recognised in the statement of profit and loss is Rs.109.88 Lacs (March 31, 2021: Rs. 132.54 Lacs).

48 **Disclosure required under section 186 (4) of the Companies Act, 2013**

Included in loans and interest receivable are certain inter-corporate deposits the particulars of which are disclosed below as required by section 186 (4) of Companies Act, 2013:

Particulars	Rate of Interest	Sept 30, 2021
Orchid Infrastructure Developers Private Limited	10%	1,905.21
Total		1,905.21

The above loans are unsecured and are repayable on demand. The loans given were proposed to be utilised for business purposes by the recipient of loans.

49 **Loans and advances (including interest) given to Associates and Companies in which director are interested**

Name of the Company	Closing Balance	Maximum amount outstanding
	Sept 30, 2021	Sept 30, 2021
M.K.J. Manufacturing Private Limited	-	8.00
Genus Paper & Boards Limited	-	-
Yajur Commodities Limited	-	850.00

50 **Significant accounting judgements, estimates and assumptions**

The preparation of the Company's separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. There are no significant areas involving a high degree of judgement or complexity.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Consideration of impact of COVID 19

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets, including trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of these financial results / statement. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases are based on expected future inflation. Further details about gratuity obligations are given in Note 36(2).

GENUS POWER INFRASTRUCTURES LTD.

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

Measurement of credit impairment

The measurement of impaired credit for Trade Receivables is ascertained using the expected credit loss model (ECL) approach. The Company has a developed ECL model in place which factors into the potential future impact of the COVID-19. Appropriate measurement for expected credit loss has been made and provided for in financial statements. The Company has also a made detailed assessment of the recoverability and carrying value of trade receivables. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its collectability.

Claims, Provisions and Contingent Liabilities

The Company has ongoing litigations with various regulatory authorities and third parties. Where an outflow of funds is believed to be probable and a reliable estimate of the outcome of the dispute can be made based on management's assessment of specific circumstances of each dispute and relevant external advice, management provides for its best estimate of the liability. Such accruals are by nature complex and can take number of years to resolve and can involve estimation uncertainty. Information about such litigations is provided in notes to the financial statements.

51 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value and keep the debt equity ratio within acceptable range. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders and issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	Sept 30, 2021
Borrowings (Note 15)	23,885.53
Less: cash and cash equivalents (Note 11)	946.98
Net Debt (A)	**22,938.55**
Equity	93,266.20
Total capital (B)	**93,266.20**
Total of Capital and Net Debt C=(A+B)	**1,16,204.75**
Gearing Ratio	**19.74%**

52 Warranty expenses

The Company provides warranties for its products, undertaking to repair and replace the item that fails to perform satisfactorily during the warranty period. A provision is recognized for expected warranty claims on products sold based on past experience of the level of repairs and returns. The table below gives information about movement in warranty provisions.

Particulars	Sept 30, 2021
At the beginning of the year	4,379.10
Additions during the year	467.79
Utilized during the year	559.03
At the end of the year	**4,287.86**

GENUS POWER INFRASTRUCTURES LTD.

53 The Company has spent & made provision of Rs. 106.67 Lacs (March 31, 2021 : Rs. 286.06 lacs) as against total requirement of Rs.198.99 Lacs (March 31, 2021 : Rs. 198.99 Lacs) as per section 135 of the Companies Act, 2013. The amount contributed towards CSR activities are for various items mentioned in schedule VII of the Companies Act, 2013 and is approved by the CSR Committee is as below:

	In cash	Yet to be paid in cash	Total
Sept 30, 2021			
i) Construction/acquisition of any asset	-	-	-
ii) On purposes other than (i) above	93.85	12.82	106.67
	93.85	**12.82**	**106.67**

54 **Ratio Analysis**

Particulars	Sept 30, 2021
i) Current ratio	1.96
ii) Debt- Equity Ratio	0.26
iii) Return on Investment	4.36%
iv) Return on Equity ratio	0.71%
v) Inventory Turnover ratio	1.13
vi) Trade Receivable Turnover Ratio	0.54
vii) Trade Payable Turnover Ratio	1.34
viii) Net Capital Turnover Ratio	72.77%
ix) Net Profit ratio	3.28%
x) Return on Capital Employed	3.62%

55 **Capital work in progress (CWIP) Ageing**
As at 30 September 2021

	Amount in CWIP for a period of				Total
	< 1 year	1-2 years	2-3 years	> 3 years	
Projects in progress	188.20	-	-	-	188.20
Projects temporarily suspended	-	-	-	-	-
Total	188.20	-	-	-	188.20

56 **Trade receivables Ageing Schedule**
As at 30 September 2021

	Curent but not due	< 6 Months	6 months – 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables – considered good	22,221.72	19,906.15	8,535.38	3,275.68	1,383.44	1,598.17	56,920.54
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivable – credit impaired	-	-	-	-	454.68	561.40	1,016.09
Impairment-Credit Impaired	-	-	-	-	(454.68)	(561.40)	(1,016.09)
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**22,221.72**	**19,906.15**	**8,535.38**	**3,275.68**	**1,383.44**	**1,598.17**	**56,920.54**

GENUS POWER INFRASTRUCTURES LTD.

Genus Power Infrastructures Limited
CIN : L51909UP1992PLC051997
Notes to the Standalone Financial Statements for the year ended Sept 30, 2021
(All amounts are in Indian Rupees in lakhs except share data and unless otherwise stated)

57 Trade payables Ageing Schedule

As at 30 September 2021

	Outstanding for following periods from due date of payment				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	913.35	2.94			916.29
Total outstanding dues of creditors other than micro enterprises and small enterprises	13,223.93	1,004.18	21.78	7.21	14,257.11
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total	**14,137.28**	**1,007.12**	**21.78**	**7.21**	**15,173.40**

For and on behalf of the Board of Directors of Genus Power Infrastructures Limited

Ishwar Chand Agarwal
Chairman
DIN: 00011152

Rajendra Kumar Agarwal
Managing Director & CEO
DIN: 00011127

Nathu Lal Nama
Chief Financial Officer

Ankit Jhanjhari
Company Secretary

Place: Jaipur
Date: October 29, 2021

GENUS POWER INFRASTRUCTURES LTD.

Rehman Wali & Co.
Chartered Accountants

Bagh Bahadur Ganj
Neem Ki Piyau
Moradabad-244001

Tel: +91-591-2319236
Email wali_mbd@yahoo.com

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Yajur Commodities Limited (Formerly Virtuous Urja Limited)

Opinion

We have audited the accompanying standalone financial statements of **Yajur Commodities Limited** ("the Company"), which comprise the Balance Sheet as at September 30, 2021, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30, 2021, loss and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibility

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work' and
(ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with rules issued thereunder;

(e) On the basis of the written representations received from the directors as on September 30, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on September 30, 2020 from being appointed as a director in terms of Section 164(2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us;

(i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. There was no amount, required to be transferred to the Investor Education and Protection Fund by the Company.

(iii) There was no amount, required to be transferred to the Investor Education and Protection Fund by the Company.

For ***Rehman Wali & Co.***
Chartered Accountants
Firm Regn. No. 010641C

Wali ur Rehman
Proprietor
Membership No. 400481

New Delhi
October 19, 2021

UDIN: 20400481AAAAGN5746

Annexure "A" to the Independent Auditor's Report on the Standalone Financial Statements
(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Yajur Commodities Limited** ("the Company") as of September 30, 2021 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting(the Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at September 30, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For ***Rehman Wali & Co.***
Chartered Accountants
Firm Regn. No. 010641C

Wali ur Rehman
Proprietor
Membership No. 400481

New Delhi
October 19, 2021

UDIN: 20400481AAAAGN5746

YAJUR COMMODITIES LIMITED

BALANCE SHEET AS AT 30th SEPTEMBER 2021

	Note	Rupees	30/09/21 Rupees	Rupees	31/03/21 Rupees
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	2	1264731040		1264731040	
Reserves & Surplus	3	141764968	1406496008	121674244	1386405284
Non-Current Liabilities					
Long Term Borrowings	4	1469627		140339230	
Deferred Tax Liability	5	-		-	
Long Term Provisions	6	301278	1770905	2199834	142539064
Current Liabilities					
Short Term Borrowings		-		-	
Trade Payables					
a) Total outstanding dues of micro enterprises and small enterprises, and		-		-	
b) total outstanding dues of creditors other than micro enterprises and small enterprises	7	98948666		272061213	
Other Current Liabilities	8	567817596		238621371	
Short Term Provisions	9	61744	666828005	61744	510744328
		Total	2075094918		2039688676
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	10				
Tangible Assets		44577337		45450714	
Capital Work-in-Progress		-		-	
Deferred Tax Assets	5	67928982		67928982	
Non-Current Investments	11	679969679		619969679	
Long Term Loans & Advances	12	313625		350125	
Other Non Current Assets	13	311862214	1104651837	311862214	1045561714
Current Assets					
Inventories	14	37103162		44615385	
Trade Receivables	15	259881276		393233804	
Cash and cash equivalents	16	14320874		22318255	
Short term loans and advances	17	658876481		533907674	
Other Current Assets	18	261288	970443081	51843	994126961
		Total	2075094918		2039688676
Significant Accounting Policies					
Notes on Financial Statements	1 to 39				

As per our report attached
For Rehman Wali & Co.
Chartered Accountants
Firm Regn. No. 010641C

for and on behalf of the Board

Wali ur Rehman
Proprietor
Membership No. 400481

Kailash Chandra Agarwal
Managing Director
DIN 00895365

Harshvardhan Agarwal
Director & CFO
DIN 01769423

Umakant Upadhyay
Company Secretary

New Delhi, 19th October 2021

UDIN: 21400481AAAAGN5746

YAJUR COMMODITIES LIMITED

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 30th SEPTEMBER, 2021

	Note	30/09/21 Rupees	31/03/21 Rupees
INCOME			
Revenue from Operation	19	874287779	1523693340
Other income	20	19608050	36630837
	Total Revenue	893895829	1560324177
EXPENDITURE			
Cost of Material Consumed	21	-	552237923
Purchase of Stock in Trade	22	757296846	712384347
Change in Inventories of Stock in Trade	23	7512223	180086535
Employees Benefit Expenses	24	2692941	24305008
Finance Cost	25	6848099	43106479
Depreciation & Amortisation Expenses	26	959212	16074150
Other Expenses			
(a) Manufacturing & Operating costs	27a	-	10879496
(b) Other Expenses	27b	98495784	114431613
	Total Expenses	873805105	1653505551
Profit/(Loss) before Extraordinary Items		20090724	(93181374)
Extra ordinary Item		-	-
Profit/(Loss) before Taxation		20090724	(93181374)
Tax Expenses			
Current tax		-	-
Deferred tax		-	(11530155)
Prior period tax expenses		-	-
Profit for the year		20090724	(81651219)
Basic & Diluted earning per share	28	0.64	(4.67)

Significant Accounting Policies
Notes on Financial Statements 1 to 39

As per our report attached
For Rehman Wali & Co.
Chartered Accountants
Firm Regn. No. 010641C

for and on behalf of the Board

Wali ur Rehman
Proprietor
Membership No. 400481

Kailash Chandra Agarwal
Managing Director
DIN 00895365

Harshvardhan Agarwal
Director & CFO
DIN 01769423

Umakant Upadhyay
Company Secretary

New Delhi, 19th October 2021

UDIN: 21400481AAAAGN5746

YAJUR COMMODITIES LIMITED

CASH FLOW STATEMENT FOR THE 30th SEPTEMBER 2021

	30-09-2021		2020-21	
	Rupees	Rupees	Rupees	Rupees
A. Cash Flow from Operating Activities				
a. Net Profit Before Tax as per Profit and Loss Statemer	20090724		(93181374)	
Adjusted for:				
Loss (Profit) on Sale / Discard of Assets (Net)	-		(29951344)	
Depreciation/Amortisation and Depletion Expenses	959212		16074150	
Finance Cost	6848099		43106479	
Interest Income	(839959)		(4603473)	
Provision for Benefit of Employees	(1898556)		(1104482)	
b. Operating Profit Before Working Capital Changes	25159520		(69660044)	
Adjusted for:				
Trade Receivables	133352528		455893	
Inventories	7512223		338839874	
Other Current Assets	(125178253)		(285303822)	
Other Non Current Assets	36500		21334807	
Trade and Other Payables	156083677		(104922310)	
c. Cash Generated From Operations	196966196		(99255602)	
Taxes Paid (Net)	-		-	
Net Cash From Operating Activities		196966196		(99255602)
B. Cash Flow From Investing Activities				
Purchase of Fixed Assets	(85835)		(8055690)	
Sale of Fixed Assets	-		300000000	
Sale / Redemption of Other Investments	-		-	
Purchase of Investments in Subsidiaries/other	(60000000)		(132325000)	
Interest Income	839959		4603473	
Dividend Income	-		-	
Net Cash Used in Investing Activities		(59245876)		164222783
C. Cash Flows From Financing Activities				
Proceeds from Issuance of Share Capital/App.Money	-		0	
Payments of Expenditure related to Share Capital	-		-	
Proceeds from Borrowings	(138869603)		(84149296)	
Repayments of Borrowings	-		-	
Finance Cost	(6848099)		(43106479)	
Dividend Paid (includes Corporate Dividend Tax)	-		-	
Net Cash From Financing Activities		(145717702)		(127255775)
D. Net Increase/(Decrease) in Cash and Cash Equivalents		(7997381)		(62288594)
Opening Balance of Cash and Cash Equivalent		22318255		84606849
Closing Balance of Cash and Cash Equivalent		14320874		22318255

Note: Previous Year Figures have been regrouped/recast wherever necessary

As per our report attached
For Rehman Wali & Co.
Chartered Accountants
Firm Regn. No. 010641C

for and on behalf of the Board

Wali ur Rehman
Proprietor
Membership No. 400481

Kailash Chandra Agarwal
Managing Director
DIN 00895365

Harshvardhan Agarwal
Director & CFO
DIN 01769423

Umakant Upadhyay
Company Secretary

New Delhi, 19th October 2021

UDIN: 21400481AAAAGN5746

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

A. Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

C. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

D. Sale of goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Revenue from High Seas sales is recognized when the carrier documents are transferred to the ultimate buyer.

E. Services

Income in respect of services rendered is recognized when the services are performed as per contract.

F. Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Other income" in the statement of profit and loss.

G. Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation, impairment losses and specific grant/subsidies, if any. The cost comprises of purchase price, freight, non-refundable taxes and duties and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for intended use. All other borrowing costs are expensed in the period they occur.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Expenditure directly relating to construction activity is capitalised. Indirect expenditure is capitalised to the extent those relate to the construction activity or is incidental thereto. Income earned during construction period is deducted from the total expenditure relating to construction activity.

H. Intangible assets

Cost relating to computer software, which are acquired, are capitalised and amortised on a straight-line basis over their useful life of three years. Research costs are expensed as incurred. Development expenditure incurred in respect of internally generated intangible assets such as product development is carried forward when the future recoverability can reasonably be regarded as assured.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

I. Depreciation

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives prescribed under the Schedule II to the Companies Act, 2013.

J. Impairment of tangible and intangibleassets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using weighted average cost of capital.

K. Investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges. Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non-Current investments are stated at cost. Provision for diminution in the value of Non-Current investments is made only if such a decline is other than temporary.

L. Inventories

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale. Variation, if any, detected on physical verification of stocks and obsolete and slow moving stocks are adjusted in accounts as found appropriate.

M. Retirement and other benefits

Employee benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss in the year of which the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective authorities.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method at the end of each financial year. Actuarial gains/losses are immediately taken to statement of profit and loss and are not deferred.

The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

N. Income taxes

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

O. Foreign currency transactions

a. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

b. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

c. Non-monetary foreign currency items are carried at cost.

d. In respect of integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Monetary assets and liabilities are restated at the year end rates.

e. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement, except in case of long term liabilities, where they relate to acquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

P. Leases

Finance leases, where the substantial risks and benefits incidental to ownership of the leased items are transferred to the Company, are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Q. Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

R. Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise the contingent liability but discloses its existence in the financial statements.

S. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

T. Financial Derivatives and Commodity Hedging Transactions

In respect of derivatives contracts, premium paid, gains/losses on settlement and losses on restatement are recognised in the Profit and Loss Statement.

NOTE 2 SHARE CAPITAL

	30-09-21 Rupees	31-03-21 Rupees
AUTHORIZED		
32000000 (32000000) Equity shares of Rs. 10/- Each	320000000	320000000
500000 (500000) 10% Cumulative Redeemable Preference Shares of Rs100/- Each*	50000000	50000000
1000000 (1000000) Redeemable Preference shares of Rs. 100/- Each *	100000000	100000000
2500000 (2500000) 6% Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- Each *	250000000	250000000
5900000 (5900000) 9% Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- Each *	590000000	590000000
	1310000000	1310000000
ISSUED, SUBSCRIBED AND PAID UP		
31293104 (31293104) Equity shares of Rs. 10/- Each fully paid up	312931040	312931040
500000 (500000) 10% Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up. *	50000000	50000000
918000 (918000) Redeemable Preference shares of Rs.100/- Each fully paid up*	91800000	91800000
2200000 (2200000) 6% Cumulative Non - Convertible Redeemable Preference Shares of Rs. 100/- Each fully paid up*	220000000	220000000
5900000 (5900000) 9% Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- Each fully paid up*	590000000	590000000
	1264731040	1264731040

* Redeemable at par and shall have the maturity period of 15 years

The details of Shareholders holding more than 5 % shares :

Name of Shareholder	As at 30th September, 2021 No. of Shares	% held	As at 31st March, 2021 No. of Shares	% held
Equity Shares				
Hi-Print Electromack Pvt. Ltd.	11471897	36.66%	11471897	36.66%
Genus Paper & Boards Ltd.	6080000	19.43%	6080000	19.43%
Genus Power Infrastructures Ltd.	6177586	19.74%	6177586	19.74%
Sansar Infrastructure Private Limited	2796552	8.94%	2796552	8.94%
Sunima Trading Pvt Ltd.	1862069	5.95%	1862069	5.95%
10% Cumulative Redeemable Preference				
Genus Power Infrastructures Ltd.	500000	100%	500000	100%
Redeemable Preference shares				
Hi-Print Electromack Pvt. Ltd.	338000	36.82%	338000	36.82%
Sansar Infrastructure Private Limited	297500	32.41%	297500	32.41%
Sunima Trading Pvt Ltd.	132500	14.43%	132500	14.43%
Neotex Vinimay Private Limited	50000	5.45%	50000	5.45%
Paramjoyti Traders Private Limited	50000	5.45%	50000	5.45%
Tejaswani Commercial Private Limited	50000	5.45%	50000	5.45%
6% Cumulative Non - Convertible Redeemable Preference				
Genus Power Infrastructures Ltd.	2200000	100%	2200000	100%
9% Cumulative Redeemable Preference Shares				
Genus Power Infrastructures Ltd.	3100000	53%	3100000	53%
Genus Paper & Boards Ltd.	2800000	47%	2800000	47%

The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 30th September, 2021 No. of Shares	As at 31st March, 2021 No. of Shares
Equity Shares at the beginning of the year	31293104	31293104
Equity Shares at the end of the year	31293104	31293104
10% Cumulative Redeemable Preference Shares at the beginning of the y	500000	500000
10% Cumulative Redeemable Preference Shares at the end of the yeai	500000	500000
Redeemable Preference Shares at the beginning of the year	918000	918000
Redeemable Preference Shares at the end of the year	918000	918000
6% Cumulative Non - Convertible Redeemable Preference Shares at the beginning of the year	2200000	2200000
6% Cumulative Non - Convertible Redeemable Preference Share at the end of the year	2200000	2200000
9% Cumulative Non Convertible Redeemable Preference Shares at the beginning of the year	5900000	5900000
9% Cumulative Non Convertible Redeemable Preference Share at the end of the year	5900000	5900000

NOTE 3 RESERVES & SURPLUS

	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
Securities Premium Account				
As per last Balance Sheet	243568968		243568968	
Add: Received during the year	-	243568968	-	243568968
Profit & Loss Account				
As per last Balance Sheet	(121894724)		(40243505)	
Add: Profit for the Year	20090724	(101804000)	(81651219)	(121894724)
		141764968		121674244

NOTE 4 LONG TERM BORROWINGS

	30-09-21 Rupees Current	30-09-21 Rupees Non-current	31-03-21 Rupees Current	31-03-21 Rupees Non-current
Secured				
- Term Loans	1554983	1469627	1301131	2395480
Unsecured				
- From related parties	-	-	-	137943750
	1554983	1469627	1301131	140339230

* 4.1 Vehicles Loans of Rs. 0.30 crores is secured by hypothecation agreement.

NOTE 5 DEFERRED TAX LIABILITIES/ASSETS (NET)

	30-09-21 Rupees	31-03-21 Rupees
Deferred Tax Liability		
Related to fixed assets	1000065	1000065
Deferred Tax Asset		
Disallowances under Income tax Act, 1961	588010	588010
Unabsorbed Depreciation	19287078	19287078
Carry Forward Loss	49053959	49053959
Net Deferred Tax (Liability)/Asset	[illegible]	[illegible]

	Rupees	Rupees
Opening Balance (Deferred Tax (Liability)/Assets)	67928982	56398827
Less: Deferred Tax Liability during the year	-	-
Add: Deferred Tax Assets during the year	-	11530155
Closing Balance (Deferred Tax (Liability)/Assets)	67928982	67928982

NOTE 6 LONG TERM PROVISIONS

	30-09-21 Rupees	31-03-21 Rupees
Provision for Employees Benefits	301278	2199834
	301278	2199834

NOTE 7 TRADE PAYABLES

		30-09-21		31-03-21
	Rupees	Rupees	Rupees	Rupees
Micro, Small & Medium Enterprises	-		-	
Related Parties	-		35729275	
Against Bank Letter of Credit * refer note no. 7.1	74779875		146522895	
Other payable	24168791	98948666	89809044	272061213
		98948666		272061213

* 7.1 Letter of Credit of AU Small Finance Bank of Rs 7.48 crores (Previous Year Rs. 12.29 crores) is secured of
iii) Personal Guarantee of Mr. K.C. Agarwal,
ii) Corporate Guarantee of Genus Power Infrastructure Limited
iii) Two undated cheques drawn in favour of the Bank not less than total loan amount.

NOTE 8 OTHER CURRENT LIABILITIES

		30-09-21		31-03-21
	Rupees	Rupees	Rupees	Rupees
Current maturities of long terms debts	1554983		1301131	
Advance from customers	23613863		13274414	
Advance from customers - related parties	293063901		30450876	
Others				
- Advance from others	49925265		54975265	
- Cheque issued but not presented	195142129		136624977	
- Statutory Dues	4517454	567817596	1994708	238621371
		567817596		238621371

NOTE 9 SHORT TERM PROVISIONS

		30-09-21		31-03-21
	Rupees	Rupees	Rupees	Rupees
Provision for Employees Benefits		61744		61744
		61744		61744

NOTE 10 PROPERTY, PLANT & EQUIPMENT

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1-4-21	Additions	Deductions /Transfer	As at 30-09-21	As at 1-4-21	For the period	Adjust- ments	As at 30-09-21	As at 30-09-21	As at 31-3-21
Tangible Assets										
Land	13996813	-	-	13996813	-	-	-	-	13996813	13996813
Building	4771122	-	-	4771122	783454	75522	-	858976	3912146	3987668
Flat & Shop	22796115	-	-	22796115	1897828	189856	-	2087684	20708431	20898287
Plant & Machinery	2151009	-	-	2151009	1705315	82147	-	1787462	363547	445694
Furniture & fixtures	632424	-	-	632424	477042	12690	-	489732	142692	155382
Computer & Software	5148260	85835	-	5234094	4571964	138054	-	4710018	524076	576296
Vehicles	11851800	-	-	11851800	6461225	460943	-	6922168	4929632	5390575
Total	61347542	85835	-	61433376	15896828	959212	-	16856040	44577337	45450714
As at 31.3.2021	355039924	1432836	295125219	61347542	36397632	16074150	36574954	15896828	45450714	318642292
Capital W I P									-	-

NOTE 11 NON CURRENT INVESTMENT

Other Investment	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
In Equity Shares - Unquoted, fully paid up				
A. Subsidiaries				
1712918 Maple Natural Resources Pte. Ltd, Singapore (1712918) of SGD 1 each.	79516161		79516161	
7807000 Ganpati Global Private Ltd. (3000000) of Rs. 10/- each.	74636700		74636700	
13481320 Maple Natural Resources DWC LLC (13481320) of AED 1 each.	300786618	454939479	300786618	454939479
B. Associates				
300000 Virtuous Mining Limited (300000) of Rs.10/- each.	3000000		3000000	
C. Others				
133614 Sheetal Impex Private Ltd. (58000) of Rs. 10/- each. *	39000000		29000000	
12500 Virtuous Infra Limited (12500) of Rs. 10/- each.	125000		125000	
Investment in Sovereign Gold Bond	580200		580200	
1975000 Vinsan Credit & Securities Ltd. (NIL)	132325000	175030200	132325000	165030200
		629969679		619969679
In Preference Shares - Unquoted, fully paid up				
500000 Genus Paper & Boards Ltd. (NIL) of Rs. 100/- each.		50000000		-
		679969679		619969679
Aggregate book value of unquoted investments		679969679		619969679

* Sheetal Impex Pvt Ltd. 75614 equity share alloted on 11-10-21

NOTE 12 LONG TERM LOANS AND ADVANCES

	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
Unsecured considered good				
Security Deposits	313625	313625	350125	350125
		313625		350125

NOTE 13 OTHER NON CURRENT ASSETS

	30-09-21 Rupees	31-03-21 Rupees
Unsecured - (Considered Good Unless Otherwise Stated)		
Recoverable in cash or kind or for value to be received	311862214	311862214
	311862214	311862214

NOTE 14 INVENTORIES

	30-09-21 Rupees	31-03-21 Rupees
Stock in Trade	37103162	44615385
	37103162	44615385

NOTE 15 TRADE RECEIVABLES

	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
Sundry Debtors				
(Unsecured, Considered Good)				
-due for more than six months	178444642		181984695	
-others	81436634	259881276	211249110	393233804
		259881276		393233804

NOTE 16 CASH AND CASH EQUIVALENTS

	30-09-21 Rupees	31-03-21 Rupees
Cash in hand	2170698	1085466
Bank Balances		
-In Current Accounts	1319625	8934766
Other Bank Balances		
-In Deposits #	10830550	12298023
	14320874	22318255

Fixed deposits with Banks are held as margin money deposit against Bank Guarantees

NOTE 17 SHORT TERM LOANS AND ADVANCES

	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
Unsecured - (Considered Good Unless Otherwise Stated)				
Loans and Advances				
- to others	464177514		432799973	
- to related parties	136364869		41814000	
Balance with Revenue Authorities	58334098	658876481	59293700	533907674
		658876481		533907674

NOTE 18 OTHER CURRENT ASSETS

	30-09-21 Rupees	31-03-21 Rupees
Accrued interest on term deposits	261288	51843
	261288	51843

NOTE 19 REVENUE FROM OPERATION

	30-09-21 Rupees	31-03-21 Rupees
Sale of Products		
Coal Business	828813226	789980415
Coke Business	-	710238128
Sale of Services		
Clearing and Forwarding Charges Collect	45474553	23474798
	874287779	1523693340

NOTE 20 OTHER INCOME

	Rupees	30-09-21 Rupees	Rupees	31-03-21 Rupees
Interest Received				
-from Banks	265680		1200491	
-from Others	574279	839959	3402982	4603473
Misc. Income		18768091		2076020
Profit from Slump Sale		-		29951344
		19608050		36630837

NOTE 21 COST OF MATERIALS CONSUMED

	30-09-21 Rupees	31-03-21 Rupees
Opening Stock	-	158753339
Add: Purchases	-	393484583
Less: Closing Stock	-	-
	-	552237923

NOTE 22 PURCHASE OF STOCK IN TRADE

	30-09-21 Rupees	31-03-21 Rupees
Coal		
- Import	-	30656881
- Local Purchase	757296846	681727467
	757296846	712384347

NOTE 23 Change in Inventories of Stock in Trade

	30-09-21 Rupees	31-03-21 Rupees
Inventories (at close)		
-Stock in Trade	37103162	44615385
-Finished Stock	-	-
Inventories (at commencement)		
-Stock in Trade	44615385	65032943
-Finished Stock	-	159668977
	7512223	180086535

NOTE 24 EMPLOYEES BENEFIT EXPENSES

	30-09-21 Rupees	31-03-21 Rupees
Salaries, wages & allowances	2404915	15760928
Contribution to Funds	207141	558625
Welfare exp.	80885	344670
Direct Labour related expenses	-	7640785
	2692941	24305008

NOTE 25 FINANCE COST

	30-09-21 Rupees	31-03-21 Rupees
Interest paid to Banks	4329559	18636954
Interest paid to others	1858365	17027981
Other Borrowing costs	542764	2140808
Financial charges	117412	5300735
	6848099	43106479

NOTE 26 DEPRECIATION AND AMORTISATION EXPENSES

	30-09-21 Rupees	31-03-21 Rupees
Depreciation	959212	16074150
	959212	16074150

NOTE 27 OTHER EXPENSES

		30-09-21		31-03-21
	Rupees	Rupees	Rupees	Rupees
(a) Manufacturing & Operating costs				
Consumption of store & spare parts	-		199542	
Power & Fuel	-		7952450	
Repair to Plant & Machinery	-		697598	
Other Manufacturing & Operating expenses	-	-	2029906	10879496
(b) Other Expenses				
Advertisement & discounts	-		184341	
Outward Freight & Forwarding Expenses	17235612		51275655	
Brokerage & Commission	424701		4338979	
Payment to Auditors	-		150000	
Subscription & membership	227770		308496	
Business Promotion Expenses	24318		161091	
Repairs & maint. (Others)	341081		2100668	
Travelling Expenses	194610		1368511	
Conveyance Expenses	150631		467523	
CSR Contribution (refer note no 40)	-		-	
Electricity Expenses	24810		41836	
Postage. & Courier Exp	13910		86721	
Printing & Stationery	11504		111931	
Professional & Legal Fees	259874		3820007	
Rent	713904		1750798	
Rent (Plant Hire)	-		22268242	
Security Expenses	-		1162594	
Net loss on foreign currency transactions and translati	2288522		19050515	
Rates & Taxes	11426		1670956	
Insurance	640204		1809262	
Telephone & Internet Expenses	120441		416171	
Balances written off / (written back)	75629148		(53882)	
Miscellaneous exp.	183319	98495784	1941200	114431613

NOTE 27.1 PAYMENT TO AUDITORS

Audit Fee		75000
Taxation Matter		25000
Certification Fee		50000
	-	150000

Note 28 EARNINGS PER SHARE (BASIC & DILUTED)

		30-09-21 Rupees	31-03-21 Rupees
	Basic & diluted Earning per Share		
a	Earning attributable to Equity Shareholders	21049936	(129913135)
b	Weighted Average No. of Equity Shares of Re. 10/- each (Nos)	31293104	31293104
c	Weighted Average No. of Equity Shares after Dilution	31293104	31293104
d	Basic & Diluted Earning per share Annualised (Rs.)	0.64	(4.67)

Note 29 VALUE OF IMPORT ON CIF BASIS

	30-09-21 Rupees	31-03-21 Rupees
Stock in Trade	-	74573456

Note 30 EXPENDITURE IN FOREIGN CURRENCY

	30-09-21 Rupees	31-03-21 Rupees
	-	-
	-	-

Note 31 EARNINGS IN FOREIGN CURRENCY

	30-09-21 Rupees	31-03-21 Rupees
	-	-
	-	-

Note 32 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

	30-09-21 Rupees	31-03-21 Rupees
I) Contingent liabilities (to the extent not provided for):		
(A) Claims against the Company / disputed liabilities not acknowledged as debts		
(i) Disputed Liability of Custom Duty including Penalty against which the preferred appeal	118696758	118696758
(ii) Disputed Liability of Commercial Tax Gujarat against which the Company preferred appeal * - for the financial year 2014-15	13441632	13441632
- for the financial year 2015-16	5553766	5553766
- for the financial year 2016-17	5232043	5232043
- for the financial year 2017-18	74114	74114
(B) Guarantees		
(i) Guarantees to Banks and Financial Institutions against credit facilities Subsidiaries and Step down Subsidiaries	49026724	153041702
(i) Banks Guarantees given	6891465	6891465
(C) Dividend on Cumulative Preference Share		
(i) Dividend on 10% Cumulative Redeemable Preference Shares	30000000	30000000
(ii) Dividend on 6% Cumulative Non-Convertible Redeemable Preference	79200000	79200000
(iii) 9% Cumulative Redeemable Preference Shares	132614325	132614325

* The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

II) Commitments	NIL	NIL

Note 33 DIRECTOR'S REMUNERATION

	30-09-21	31-03-21
Salaries to Managing and Whole Time Directors	344200	3777462
Computation of Managerial Remuneration:		
Profit before tax as per Profit & Loss Account	20090724	(93181374)
Add: Director's Remuneration	344200	3777462
Add: Loss / (Profit) on Sale of Fixed Assets	-	-
	20434924	(89403912)
Net Profit as per section 198 of the Companies Act, 2013	**20434924**	**(89403912)**
Maximum permissible remuneration to whole time directors under section 197 of the Companies Act, 2013 @ 10% of the Profit computed above	2043492	-
Maximum permissible remuneration to single director @ 5%	1021746	-

Since there is inadequate profit, remuneration has been paid according to the Schedule V of the Companies Act 2013

Note 34 RELATED PARTY DISLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationsl

a. Subsidiary
: Maple Natural Resources Pte. Ltd., Singapore
: PT Maple Natural Resources, Indonesia
: Maple Natural Resources DWC LLC
: Ganpati Global Private Limited
: Gulf Guar Gum Company LLC SFZ (Step down subsidiary)
: Shanti Globiz Inc (Step down subsidiary)

b. Associate
: Virtuous Mining Limited

c. Enterprises over which Key Management personn are able to exercise significant influence
: Genus Paper & Board Ltd.
: Genus Paper & Coke Ltd.
: Kailash Coal and Coke Co. Ltd
: Genus Power Infrastructures Ltd.
: Yajur Comtrade Pvt. Ltd.
: Hi-Prints Electromack Pvt. Ltd.
: Star Vanijya Pvt. Ltd.

d. Key Management Personnel
: Kailash Chandra Agarwal (Managing Director)
: Harshvardhan Agarwal (Chief Finance Office & Executive Director)
: Ashutosh Todi (Executive Director)
: Umakant Upadhyay (Company Secretary)

e. Relatives to Key Management Personnel
: Ekta Agarwal

f. Non Executive Directors
: Ishwar Chand Agarwal (Director)
: Seema Todi (Director)
: Rajendra Aggarwal (Independent Director)
: Udit Agarwal (Independent Director)

Transactions With Related Parties

Particulars	30.09.21	31.03.21
Subsidiaries		
Ganpati Global Pvt. Ltd.		
- Advances Given Net	425719	5740000
Enterprises controlled by Key Managerial Personnel and their relatives		
Genus Paper & Board Ltd.		
- Advances Received Net	116500000	40800000
Genus Paper & Coke Ltd.		
- Sale of Goods	-	89657113
Kailash Coal and Coke Co. Ltd		
- Sale of Goods/Service	98311608	85173031
- Purchase of Goods / Service	21543561	21774265
Genus Power Infrastructures Ltd.		
- Interest Paid	-	2509643
Yajur Comtrade Pvt. Ltd.		
- Sale of Goods/Service	78631737	-
- Interest Paid	42115	-
Star Vanijya Pvt. Ltd.		
- Advances Given Net	160000	2650000
Payment to Key Management Personnel		
- Harshvardhan Agarwal	344200	2548962
- Ashutosh Todi	-	1228500
- Umakant Upadhyay	221356	166392
Advances		
- Kailash Chandra Agarwal	2500000	-
Payment to Relatives of Key Management Personnel		
- Ekta Agarwal	140600	710097
Balances as at 30th September 2021		
Trade Receivables		
Maple Natural Resources Pte. Ltd., Singapore	158789348	158789348
Genus Paper & Coke Ltd.	19592063	69752412
Yajur Comtrade Pvt. Ltd.	17353808	-
Trade and Other Payables		
Kailash Coal and Coke Co. Ltd	50620151	35729275
Loans and Advances		
Kailash Chandra Agarwal	2500000	-
Ganpati Global Pvt. Ltd.	36965719	36540000
Hi-Prints Electromack Pvt. Ltd.	1478500	1478500
Star Vanijya Pvt. Ltd.	2810000	2650000
Kailash Coal and Coke Co. Ltd	-	5274000
Genus Paper & Coke Ltd.	60000000	-
Gulf Guar Gum Company LLC SFZ	7320650	7320650
Unsecured Loan		
Genus Paper & Board Ltd.	242443750	125943750

Note: For closing balance of investments , refer note 12

Note 35

In respect of the amounts mentioned under section 125 of the Companies Act, 2013 there are no dues that are to be to the Investor Education and Protection Fund as at September 30, 2021 of Rs. Nil (Previous Year Rs. Nil).

Note 36 DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013

Loans given and Investments made are given under the respective heads.
Corporate Guarantees given by the Company in respect of loans as at 30th September, 2021

Sr No. Name of the Company	As at 30/09/2021		As at 31/03/2020	
	US $	Rs.	US $	Rs.
1. Gulf Guar Gum Company LLC SFZ	8800000	647048160	8800000	647048160
Loan Liability outstanding as on 30-09-21	660527	49026724	2090548	153041702

Note 37 FINANCIAL AND DERIVATIVE INSTRUMENTS

a) **Derivative contracts entered into by the Company and outstanding as on 30th September, 2021.**
For Hedging Currency and Interest Rate Related Risks:
Nominal amounts of derivatives contracts entered into by the Company and outstanding as on 30th September, 2 amount to Rs. Nil (Previous Year Rs. Nil).

b) Foreign Currency Exposures that have not been hedged by derivative instrument as on 30th September, 2021 amounts to Rs. Nil (Previous Year Rs. Nil).

Note 38 Corporate Social Responsibility (CSR)

a) CSR Amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof the company during the year is Nil (Previous Year Rs. Nil)
b) Expenditure related to Corporate Social Responsibility is Rs. Nil (Previous year Rs. Nil).

Note 39

The previous year's figures have been reworked, regrouped, rearranged and reclassified where ever necessary.

As per our report attached
For Rehman Wali & Co.
Chartered Accountants
Firm Regn. No. 010641C

for and on behalf of the Board

Wali ur Rehman
Proprietor
Membership No. 400481

Kailash Chandra Agarwal
Managing Director
DIN 00895365

Harshvardhan Agarwal
Director & CFO
DIN 01769423

Umakant Upadhyay
Company Secretary

New Delhi, 19th October 2021

UDIN: 21400481AAAAGN5746

D. KHANNA & ASSOCIATES
Chartered Accountants

Auditor's Certificate required as per section 230 to 232 of Companies Act, 2013

The Board of Directors,
Genus Prime Infra Limited
Moradabad Dharam Kanta, Kanth Road,
Harthala, Moradabad
Uttar Pradesh – 244001

1. We, the statutory auditor of Genus Prime Infra Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the draft scheme of arrangement (the "Scheme" or "Scheme of Arrangement"), attached herewith and signed by us for identification purpose, between the Company and Sansar Infrastructure Private Limited ("Amalgamating Company 1") and Star Vanijya Private Limited ("Amalgamating Company 2") and Sunima Trading Private Limited ("Amalgamating Company 3") and Genus Power Infrastructures Limited ("Demerged Company") and Yajur Commodities Limited ("Amalgamating Company 4") and their respective shareholders and creditors in terms of the provisions of the Securities and Exchange Board of India ('the SEBI') circular no. CFD/DIL3/CIR/2017121 dated 10 March 2017 read with SEBI circular no. CFD/DIL3/CIR/2018/2 dated 3 January 2018 and SEBI circular no. HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020 (and as further amended from time to time), sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable accounting standards as aforesaid, is that of the Board of Directors of the companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditor of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India.

3. Based on our examination and according to the information and explanations given to us, we confirm that, the accounting treatment contained in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the aforesaid Scheme is in compliance with the applicable accounting standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

4. This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 above. This Certificate should not be used for any other purpose without our prior written consent.

5. This certificate is to be read with the enclosed Annexure 1.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

[Deepak Khanna]
Partner
M. No. 092140
UDIN: 20092140AAAAGD6148
Place: Jaipur
Date: 05th December, 2020

For Genus Power Infrastructures Limited

Authorised Signatory

Office Address: G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme, Jaipur-302001
Phone: 141-2372701, 2372752, 4026071

Annexure 1 to the certificate dated 05th December, 2020

Management's Responsibility

1. Management is responsible for:

   a. The preparation of the Scheme and ensuring its compliance with all the applicable laws and regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.

   b. Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting standards notified by the Central Government under section 133 of Companies Act 2013. read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles.

Auditor's Responsibility

2. Pursuant to requirements prescribed under section 232 of the Companies Act 2013, our responsibility is to provide reasonable assurance in the form of an opinion that:

   a. the proposed accounting treatment in the books of the Company specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the Scheme is in compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

3. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 2 above. We have performed the following procedures:

   a. Obtained the Scheme, read and understood the accounting treatment in the books of the Company specified in clause 13 of Part II, clause 15 of Part III and clause 14 of Part IV of the Scheme along with the applicable accounting standards.

   b. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.

4. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 of the certificate above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Restriction on use

6. This Certificate is issued at the request of the Company for submission to National Company Law Tribunal, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 of the certificate. This Certificate should not be used for any other purpose without our prior written consent.

UDIN: 20092140AAAAGD6148

D. Khanna & Associates Chartered Accountants Jaipur

For Genus Prime Infra Limited

Authorised Signatory

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines,
10, Civil Lines
Moradabad-244001

Phone : +91-591-2436415
Fax : +91-591-2436415
E-Mail : pradeepfca@gmail.com

To,
The Board of Directors
Sansar Infrastructure Private Limited
Village Aghwanpur, Kanth Road,
Moradabad, Uttar Pradesh

We, the statutory auditors of **Sansar Infrastructure Private Limited ('Sansar' or 'Amalgamating Company 1' or 'the Company')**, have examined the proposed accounting treatment specified in Clause 14 of Part II of the draft Scheme of Arrangement between Genus Prime Infra Limited (**'Amalgamated Company' or Resulting Company'**) and Sansar Infrastructure Private Limited and Star Vanijya Private Limited (**'Amalgamating Company 2'**) and Sunima Trading Private Limited (**'Amalgamating Company 3'**) and Genus Power Infrastructures Limited (**'Demerged Company'**) and Yajur Commodities Limited (**'Amalgamating Company 4'**) and their respective shareholders and creditors **('the Scheme of Arrangement' or 'the Scheme')** under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to its compliance with the applicable Accounting Standards notified by the Central Government under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

Management Responsibility

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the companies involved.

Auditor Responsibility

Our responsibility is only to examine and report whether the proposed accounting treatment specified in Clause 14 of Part II of the Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

For Sansar Infrastructures Pvt. Ltd.

Authorised Signatory

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the Scheme and according to the information and explanations given to us, upon the Scheme becoming effective, the Company will cease to exist and accordingly, there is no accounting treatment prescribed under the Scheme which would have any impact or need to be reflected in the books of the Company.

We therefore confirm that the accounting treatment specified in Clause 14 of Part II of the Scheme doesn't violate the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI LODR') and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under Section 133 of the Act and other Generally Accepted Accounting Principles.

Restriction on Use

This Certificate is issued at the request of the Company pursuant to the requirements of Section 230-232 of the Act, for onward submission to the National Company Law Tribunal and other regulatory authorities including Regional Director and Ministry of Corporate Affairs in relation to the Scheme. This Certificate should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent.

For Pradeep Hari & Co.
Chartered Accountants

PRADEEP KAPOOR
Digitally signed by PRADEEP KAPOOR
Date: 2020.12.05 11:39:23 +05'30'

Pradeep Kapoor
Proprietor
Membership No. 74491

Moradabad, December 05, 2020

UDIN: 20074491AAAAGC4506

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines,
10, Civil Lines
Moradabad-244001

Phone : +91-591-2436415
Fax : +91-591-2436415
E-Mail : pradeepfca@gmail.com

To,

The Board of Directors

Star Vanijya Private Limited

Dharam Kanta, Kanth Road,

Harthala, Moradabad, Uttar Pradesh,

We, the statutory auditors of **Star Vanijya Private Limited ('Star' or 'Amalgamating Company 2' or 'the Company')**, have examined the proposed accounting treatment specified in Clause 14 of Part II of the draft Scheme of Arrangement between Genus Prime Infra Limited (**'Amalgamated Company' or Resulting Company'**) and Sansar Infrastructure Private Limited (**'Amalgamating Company 1'**) and Star Vanijya Private Limited and Sunima Trading Private Limited (**'Amalgamating Company 3'**) and Genus Power Infrastructures Limited (**'Demerged Company'**) and Yajur Commodities Limited (**'Amalgamating Company 4'**) and their respective shareholders and creditors **('the Scheme of Arrangement' or 'the Scheme')** under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to its compliance with the applicable Accounting Standards notified by the Central Government under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

Management Responsibility

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the companies involved.

Auditor Responsibility

Our responsibility is only to examine and report whether the proposed accounting treatment specified in Clause 14 of Part II of the Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

For Star Vanijya Private Ltd.

Authorised Signatory

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the Scheme and according to the information and explanations given to us, upon the Scheme becoming effective, the Company will cease to exist and accordingly, there is no accounting treatment prescribed under the Scheme which would have any impact or need to be reflected in the books of the Company.

We therefore confirm that the accounting treatment specified in Clause 14 of Part II of the Scheme doesn't violate the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI LODR') and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under Section 133 of the Act and other Generally Accepted Accounting Principles.

Restriction on Use

This Certificate is issued at the request of the Company pursuant to the requirements of Section 230-232 of the Act, for onward submission to the National Company Law Tribunal and other regulatory authorities including Regional Director and Ministry of Corporate Affairs in relation to the Scheme. This Certificate should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent.

For Pradeep Hari & Co.
Chartered Accountants

PRADEEP KAPOOR
Digitally signed by PRADEEP KAPOOR
Date: 2020.12.05 11:38:51 +05'30'

Pradeep Kapoor
Proprietor
Membership No. 74491

Moradabad, December 05, 2020

UDIN: 20074491AAAAGD8880

For Star Vanijya ...
Authorised Signatory

Pradeep Hari & Co.
Chartered Accountants

Opp. Reserve Police Lines,
10, Civil Lines
Moradabad-244001

Phone : +91-591-2436415
Fax : +91-591-2436415
E-Mail : pradeepfca@gmail.com

To,

The Board of Directors

Sunima Trading Private Limited

Dharam Kanta, Kanth Road,

Harthala Moradabad,

Uttar Pradesh,

We, the statutory auditors of **Sunima Trading Private Limited ('Sunima' or 'Amalgamating Company 3' or 'the Company')**, have examined the proposed accounting treatment specified in Clause 14 of Part II of the draft Scheme of Arrangement between Genus Prime Infra Limited (**'Amalgamated Company' or Resulting Company'**) and Sansar Infrastructure Private Limited (**'Amalgamating Company 1'**) and Star Vanijya Private Limited (**'Amalgamating Company 2'**) and Sunima Trading Private Limited and Genus Power Infrastructures Limited (**'Demerged Company'**) and Yajur Commodities Limited (**'Amalgamating Company 4'**) and their respective shareholders and creditors **('the Scheme of Arrangement' or 'the Scheme')** under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to its compliance with the applicable Accounting Standards notified by the Central Government under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

Management Responsibility

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the companies involved.

Auditor Responsibility

Our responsibility is only to examine and report whether the proposed accounting treatment specified in Clause 14 of Part II of the Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

For Sunima Trading Private Ltd.

Authorised Signatory

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the Scheme and according to the information and explanations given to us, upon the Scheme becoming effective, the Company will cease to exist and accordingly, there is no accounting treatment prescribed under the Scheme which would have any impact or need to be reflected in the books of the Company.

We therefore confirm that the accounting treatment specified in Clause 14 of Part II of the Scheme doesn't violate the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI LODR') and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under Section 133 of the Act and other Generally Accepted Accounting Principles.

Restriction on Use

This Certificate is issued at the request of the Company pursuant to the requirements of Section 230-232 of the Act, for onward submission to the National Company Law Tribunal and other regulatory authorities including Regional Director and Ministry of Corporate Affairs in relation to the Scheme. This Certificate should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent.

For Pradeep Hari & Co.
Chartered Accountants

PRADEEP KAPOOR
Digitally signed by PRADEEP KAPOOR
Date: 2020.12.05 11:38:17 +05'30'

Pradeep Kapoor
Proprietor
Membership No. 74491

Moradabad, December 05, 2020

UDIN: 20074491AAAAGE2885

For Sunima Trading Private Ltd.
Authorised Signatory

KAPOOR PATNI & ASSOCIATES
(Chartered Accountants)

Auditor's Certificate required as per section 230 to 232 of Companies Act, 2013

The Board of Directors,
Genus Power Infrastructures Limited
G-14, Sector-63, Noida,
Uttar Pradesh-201307

1. We, the Joint statutory auditors of Genus Power Infrastructures Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 16 of Part III of the draft scheme of arrangement (the "Scheme" or "Scheme of Arrangement"), attached herewith and signed by us for identification purpose, between the Company and Genus Prime Infra Limited ("the Resulting Company") and their respective shareholders and creditors in terms of the provisions of the Securities and Exchange Board of India ('the SEBI') circular no. CFD/DIL3/CIR/2017121 dated 10 March 2017 read with SEBI circular no. CFD/DIL3/CIR/2018/2 dated 3 January 2018 and SEBI circular no. HO/CFD/DIL1/CIR/P/2020/215 dated 3 November 2020 (and as further amended from time to time), sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable accounting standards as aforesaid, is that of the Board of Directors of the companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the joint statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India.

3. Based on our examination and according to the information and explanations given to us, we confirm that, the accounting treatment contained in clause 16 of Part III of the aforesaid Scheme is in compliance with the applicable accounting standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and

Villa De Sanya, Flat 104, Plot No E-161, Ramesh Marg, C Scheme, Jaipur-302001
E Mail ID: kpassociates1909@gmail.com
Mobile No: 9828092259, 9413866441

For Genus Power Infrastructures

Kapoor Patni & Associates JAIPUR

Other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

4. This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, National Stock Exchange of India Limited, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 above. This Certificate should not be used for any other purpose without our prior written consent.

5. This certificate is to be read with the enclosed Annexure 1.

For Kapoor Patni & Associates
Chartered Accountants
ICAI Firm Registration Number: 019927C

Kapoor Patni & Associates JAIPUR Chartered Accountants

[Abhinav Kapoor]
Partner
Membership Number: 419689
UDIN: 20419689AAAABB4962
Date: 05th December, 2020
Place: Jaipur

For Genus Power Infrastructures Ltd.

Annexure 1 to the certificate dated 05th December, 2020
Management's Responsibility

1. Management is responsible for:

   a. The preparation of the Scheme and ensuring its compliance with all the applicable laws and regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.

   b. Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting standards notified by the Central Government under section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles.

Auditor's Responsibility

2. Pursuant to requirements prescribed under section 232 of the Companies Act 2013, our responsibility is to provide reasonable assurance in the form of an opinion that:

   a. the proposed accounting treatment in the books of the Company specified in clause 16 of Part III of the Scheme is in compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

3. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 2 above. We have performed the following procedures:

   a. Obtained the Scheme, read and understood the accounting treatment in the books of the Company specified in clause 16 of Part III of the Scheme along with the applicable accounting standards.

   b. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.

4. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 of the certificate above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with

Kapoor Patni & Associates Chartered Accountants JAIPUR

For Genus Power Infrastructures Ltd.

Authorised Signatory

the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Restriction on use

6. This Certificate is issued at the request of the Company for submission to National Company Law Tribunal, National Stock Exchange of India Limited, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 of the certificate. This Certificate should not be used for any other purpose without our prior written consent.

UDIN: 20419689AAAABB4962

For Genus Power Infrastructures Ltd.

Authorised Signatory

Kapoor Patni & Associates
JAIPUR
Chartered Accountants

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

THE SKYVIEW 10
18th Floor, "NORTH LOBBY"
Survey No. 83/1, Raidurgam
Hyderabad - 500 032, India
Tel : +91 40 6141 6000

Auditor's Certificate required as per section 230 to 232 of Companies Act, 2013

The Board of Directors,
Genus Power Infrastructures Limited
Jaipur

1. We, the Joint statutory auditors of Genus Power Infrastructures Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 16 of Part III of the draft scheme of arrangement (the "Scheme" or "Scheme of Arrangement"), attached herewith and signed by us for identification purpose, between the Company and Genus Prime Infra Limited ("the Resulting Company") and their respective shareholders and creditors in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable accounting standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable accounting standards as aforesaid, is that of the Board of Directors of the companies involved. Our responsibility is only to examine and report whether the Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the joint statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India.

3. Based on our examination and according to the information and explanations given to us, we confirm that, the accounting treatment contained in clause 16 of Part III of the aforesaid Scheme is in compliance with the applicable accounting standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

4. This Certificate is issued in accordance with the terms of our service scope letter dated November 16, 2020 and master engagement agreement dated September 24, 2019 with the Company, pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to National Company Law Tribunal, National Stock Exchange of India Limited, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 above. This Certificate should not be used for any other purpose without our prior written consent.

5. This certificate is to be read with the enclosed Annexure 1.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Shankar Srinivasan
Partner
Membership Number: 213271
UDIN: 20213271AAAAEA3277

Place of Signature: Hyderabad
Date: December 05, 2020

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

For Genus
Authorised

Annexure 1 to the certificate dated December 05, 2020

Management's Responsibility

1. Management is responsible for:

 a. the preparation of the Scheme and ensuring its compliance with all the applicable laws and regulations. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of the Scheme.

 b. Compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable accounting standards notified by the Central Government under section 133 of Companies Act 2013, read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles.

Auditor's Responsibility

2. Pursuant to requirements prescribed under section 232 of the Companies Act 2013, our responsibility is to provide reasonable assurance in the form of an opinion that:

 a. the proposed accounting treatment in the books of the Company specified in clause 16 of Part III of the Scheme is in compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Amendment Rules, 2016 (as amended from time to time) and other generally accepted accounting principles and in compliance with SEBI (Listing and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder.

3. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the reporting criteria, mentioned in paragraph 2 above. We have performed the following procedures:

 a. Obtained the Scheme, read and understood the accounting treatment in the books of the Company specified in clause 16 of Part III of the Scheme along with the applicable accounting standards.

 b. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.

4. We conducted our examination of accounting treatment in the books of the Company referred in paragraph 1 of the certificate above in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Restriction on use

6. This Certificate is issued at the request of the Company for submission to National Company Law Tribunal, National Stock Exchange of India Limited, The BSE Limited and any other regulatory authorities in connection with the Scheme of Arrangement as mentioned in paragraph 1 of the certificate. This Certificate should not be used for any other purpose without our prior written consent.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

For Genus Power Infrastructures Ltd.

Authorised Signatory

Rehman Wali & Co.
Chartered Accountants

Bagh Bahadur Ganj
Neem Ki Piyau
Moradabad-244001

Tel: +91-9837065113
Email wali_mbd@yahoo.com

5th December, 2020

To,
The Board of Directors
Yajur Commodities Limited
G-123, Sector-63 Noida,
Uttar Pradesh – 201301

We, the statutory auditors of Yajur Commodities Limited (**'Yajur' or 'Amalgamating Company 4' or 'the Company'**), have examined the proposed accounting treatment specified in Clause 15 of Part IV of the draft Scheme of Arrangement between Genus Prime Infra Limited (**'Amalgamated Company' or Resulting Company'**) and Sansar Infrastructure Private Limited (**'Amalgamating Company 1'**) and Star Vanijya Private Limited (**'Amalgamating Company 2'**) and Sunima Trading Private Limited (**'Amalgamating Company 3'**) and Genus Power Infrastructures Limited (**'Demerged Company'**) and Yajur Commodities Limited and their respective shareholders and creditors **('the Scheme of Arrangement' or 'the Scheme')** under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, with reference to its compliance with the applicable Accounting Standards notified by the Central Government under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

Management Responsibility

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards and other Generally Accepted Accounting Principles as aforesaid, is that of the Board of Directors of the companies involved.

Auditor Responsibility

Our responsibility is only to examine and report whether the proposed accounting treatment specified in Clause 15 of Part IV of the Scheme complies with the applicable Accounting Standards and other Generally Accepted Accounting Principles.

Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires

For Yajur

that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

Based on our examination of the Scheme and according to the information and explanations given to us, upon the Scheme becoming effective, the Company will cease to exist and accordingly, there is no accounting treatment prescribed under the Scheme which would have any impact or need to be reflected in the books of the Company.

We therefore confirm that the accounting treatment specified in Clause 15 of Part IV of the Scheme doesn't violate the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ('SEBI LODR') and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under Section 133 of the Act and other Generally Accepted Accounting Principles.

Restriction on Use

This Certificate is issued at the request of the Company pursuant to the requirements of Section 230-232 of the Act, for onward submission to the National Company Law Tribunal and other regulatory authorities including Regional Director and Ministry of Corporate Affairs in relation to the Scheme. This Certificate should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent.

For ***Rehman Wali & Co.***
Chartered Accountants
Firm Regn. No. 010641C

WALI UR REHMAN
Digitally signed by WALI UR REHMAN
Date: 2020.12.05 11:59:46 +05'30'

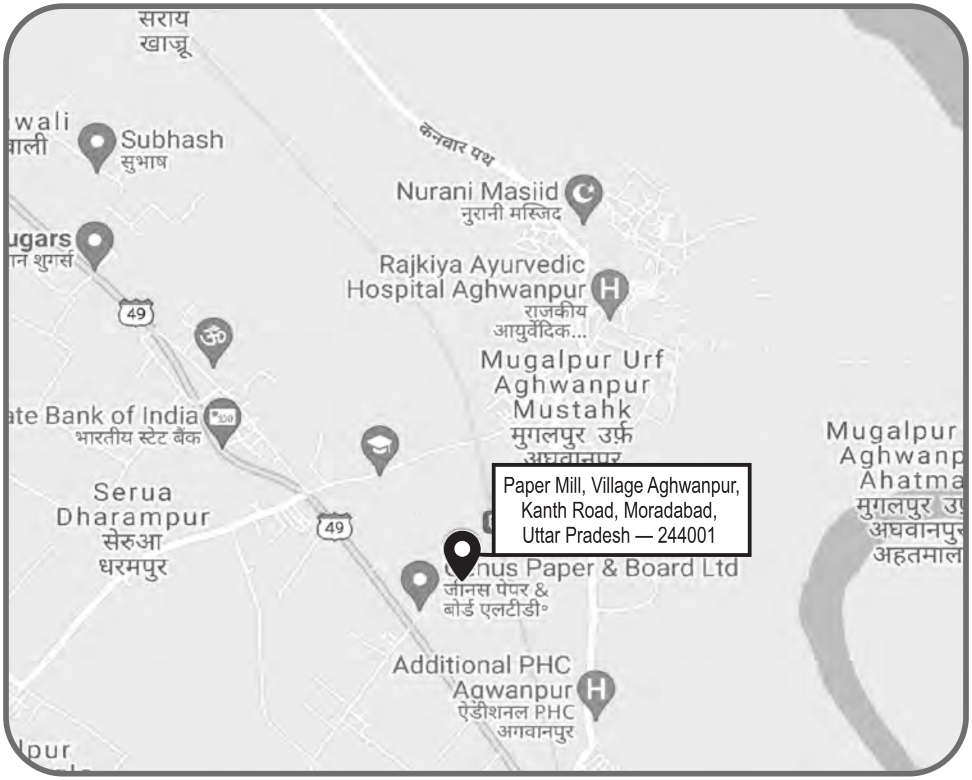
Wali ur Rehman
Proprietor
Membership No. 400481

New Delhi
5th December, 2020

UDIN: 20400481AAAAHE8076

For Yajur C... Limited
Au... ...atory

Route Map of the NCLT Convened Meeting



GENUS POWER INFRASTRUCTURES LIMITED

CIN: L51909UP1992PLC051997

Registered Office: G-123, Sector-63, Noida, Uttar Pradesh-201307 (India)

Phone: 91-120-2581999

E-mail: cs@genus.in **Website**: www.genuspower.com

POSTAL BALLOT FORM FOR NCLT CONVENED MEETING OF UNSECURED CREDITORS

[Pursuant to the Companies Act, 2013 read with Rule 9 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Name and Address of Unsecured Creditor	
Reference Code (as intimated over the email, if received electronic notice, or mentioned on envelope, if received physical notice)	
Outstanding dues as on September 30, 2021	

I/We hereby exercise my/our votes in respect of the resolution to be passed at the Meeting of the Unsecured Creditors of Applicant Company No. 5/ "Demerged Company" scheduled to be held on Saturday, the 26th day of February, 2022 at 4:00 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001 pursuant to Order dated December 08, 2021 of the Hon'ble National Company Law Tribunal, Allahabad Bench passed in the Company Application CA(CAA) No. 27/ALD/2021, by sending my/our Assent (FOR) or Dissent (AGAINST) to the said Resolution by placing a tick mark **(√)** at the appropriate box below:

Sr. No.	**Particulars of Resolution**	**I/We assent to the Resolution (FOR)**	**I/We dissent to the Resolution (AGAINST)**
1.	Resolution for approval for Scheme of Arrangement amongst Genus Prime Infra Limited ("**Amalgamated Company**" or "**Resulting Company**") and Sansar Infrastructure Private Limited ("**Amalgamating Company 1**") and Star Vanijya Private Limited ("**Amalgamating Company 2**") and Sunima Trading Private Limited ("**Amalgamating Company 3**") and Genus Power Infrastructures Limited ("**Demerged Company**" or "**Company**") and Yajur Commodities Limited ("**Amalgamating Company 4**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.		

Date: ___________________

Place: ___________________ (Signature of Unsecured Creditor)

Notes:

1. Please read the instructions carefully before filling the Postal Ballot Form.
2. Facility for voting through Postal Ballot will be available during the following period:
   a. Commencement of Voting: Thursday, January 27, 2022 at 9:00 A.M. (IST)
   b. End of Voting: Friday, February 25, 2022 at 5:00 P.M. (IST)

INSTRUCTIONS

1. Pursuant to Order dated December 08, 2021 of the Hon'ble National Company Law Tribunal, Allahabad Bench ('**NCLT**') passed in the Company Application CA(CAA) No. 27/ALD/2021, approval of Unsecured Creditors of Genus Power Infrastructures Limited, the Applicant Company No. 5/ "Demerged Company" is sought for the Scheme of Arrangement amongst Genus Prime Infra Limited ("**Amalgamated Company**" or "**Resulting Company**") and Sansar Infrastructure Private Limited ("**Amalgamating Company 1**") and Star Vanijya Private Limited ("**Amalgamating Company 2**") and Sunima Trading Private Limited ("**Amalgamating Company 3**") and Genus Power Infrastructures Limited ("**Demerged Company**" or "**Company**") and Yajur Commodities Limited ("**Amalgamating Company 4**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, at the NCLT convened meeting scheduled to be held on Saturday, the 26th day of February, 2022 at 4:00 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.
2. Pursuant to the NCLT order, the facility of voting through postal ballot is being offered to all the Unsecured Creditors.
3. The facility of casting vote by postal ballot is available only to those Unsecured Creditors who have not already voted, and do not wish to vote, at the venue of the meeting.
4. An Unsecured Creditor desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer, Shri Shashi Kant Gupta, Practicing Company Secretary in the enclosed postage pre-paid envelope or by email at skgupta1903@gmail.com. Postage will be borne and paid by the Company.
5. Envelopes containing Postal Ballot Form, if sent by Courier, Registered post, Speed post or delivered in person at the expenses of the Unsecured Creditors will also be accepted.
6. The Postal Ballot Form should be completed and signed by the Unsecured Creditors. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Form will be rejected. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
7. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing tick mark (√) in the appropriate column.
8. You are requested to carefully read these instructions and return the Postal Ballot Form duly completed, in the enclosed self-addressed postage pre-paid envelope or by email, so as to reach the Scrutinizer on or before Friday, February 25, 2022 at 5:00 P.M. (IST).
9. Postal Ballot Form received after Friday, February 25, 2022 at 5:00 P.M. (IST) will be strictly treated as if the reply from the Unsecured Creditors has not been received.
10. Postal Ballot Forms signed in a representative capacity must be accompanied by a requisite certified true copy of the Power of Attorney/ Resolution of Board of Directors or any other valid authorization along with attested specimen signature of the duly authorised signatory(ies) who is authorised to vote, failing which the Postal Ballot Form will be treated as invalid.
11. Voting rights shall be reckoned on the outstanding dues in the name of the Unsecured Creditors on the cut-off date i.e. September 30, 2021.
12. The votes of an Unsecured Creditor shall be considered invalid, inter-alia, on any of the following grounds:
    a. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
    b. if the Postal Ballot Form is received torn or defaced or mutilated such that it is not possible for the Scrutinizer to identify the Unsecured Creditors or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds;
    c. if the Postal Ballot Form is other than issued by the Company;
    d. if the Postal Ballot is sent over the email, it is not in legible or readable form.
13. Unsecured Creditors are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
14. The Postal Ballot Form shall not be exercised by a Proxy.
15. Scrutinizer's decision on the validity of the Postal Ballot Form shall be final. The Scrutinizer will submit his report to the Chairperson after scrutiny of the postal ballots.

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH
CA (CAA) No. 27/ALD of 2021

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST GENUS PRIME INFRA LIMITED AND SANSAR INFRASTRUCTURE PRIVATE LIMITED AND STAR VANIJYA PRIVATE LIMITED AND SUNIMA TRADING PRIVATE LIMITED AND GENUS POWER INFRASTRUCTURES LIMITED AND YAJUR COMMODITIES LIMITED

AND

GENUS PRIME INFRA LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L24117UP2000PLC032010 and having its registered office situated at Near Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh – 244001.	)	**…. Applicant Company No. 1/ "Amalgamated Company"/ "Resulting Company"**
SANSAR INFRASTRUCTURE PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U70109UP2008PTC093173 and having its registered office situated at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh - 244001.	)	**…..Applicant Company No. 2/ "Amalgamating Company 1"**
STAR VANIJYA PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51109UP2008PTC093817 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)	**…..Applicant Company No. 3/ "Amalgamating Company 2"**
SUNIMA TRADING PRIVATE LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51909UP2008PTC093671 and having its registered office situated at Moradabad Dharam Kanta, Kanth Road, Harthala, Moradabad, Uttar Pradesh-244001.	)	**…..Applicant Company No. 4/ "Amalgamating Company 3"**
GENUS POWER INFRASTRUCTURES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as L51909UP1992PLC051997 and having its registered office situated at G-123, Sector-63, Noida, Uttar Pradesh – 201307.	)	**…..Applicant Company No. 5/"Demerged Company"**
YAJUR COMMODITIES LIMITED, a Company incorporated under the Companies Act, 1956 having Corporate Identification Number as U51395UP2007PLC110438 and having its registered office situated at G-123, Sector-63 Noida, Uttar Pradesh – 201307.	)	**…..Applicant Company No. 6/ "Amalgamating Company 4"**

FORM OF PROXY

CIN: L51909UP1992PLC051997
Name of the Company: Genus Power Infrastructures Limited
Registered Office: G-123, Sector-63, Noida, Uttar Pradesh – 201307

Name of the Unsecured Creditor: ………...
Registered Address: ……………………………………………………………………………………………….................................
Email ID: ………………...………………………………………………………...…………………………………………………………
Outstanding amount due as on September 30, 2021: ……………………………………………………………………………….

I/ We, being the Unsecured Creditors of Genus Power Infrastructures Limited ("**Demerged Company**"), hereby appoint:

i. Name: …………………………………………………………………………………………………...
Address: ………………………………………………………………………………………………..
Email ID: …………..……………… or failing him/her

ii. Name: …………………………………………………………………………………………………...
Address: ………………………………………………………………………………………………..
Email ID: …………………..…… or failing him/her

iii. Name: …………………………………………………………………………………………………..
Address: ………………………………………………………………………………………………..
Email ID: ……………………………………………………………………………

as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the Meeting of the Unsecured Creditors of the Applicant Company No. 5/ "Demerged Company", convened as per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench pursuant to Order dated December 08, 2021 passed in the Company Application CA(CAA) No. 27/ALD/2021 to be held on Saturday, the 26th day of February, 2022 at 4:00 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001 and at any adjournment thereof in respect of the resolution as indicated below:

Sr. No.	**Particulars of Resolution**	**Vote (Optional) (Please put a (√) mark)**	
		For	**Against**
1.	Resolution for approval for Scheme of Arrangement amongst Genus Prime Infra Limited ("**Amalgamated Company**" or "**Resulting Company"**) and Sansar Infrastructure Private Limited ("**Amalgamating Company 1**") and Star Vanijya Private Limited ("**Amalgamating Company 2**") and Sunima Trading Private Limited ("**Amalgamating Company 3**") and Genus Power Infrastructures Limited ("**Demerged Company**" or "**Company**") and Yajur Commodities Limited ("**Amalgamating Company 4**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.		

Dated this _________ day of ___________, 2022.

Affix
Re 1/-
Revenue

____
Signature of Unsecured Creditor

Signature of first Proxy Holder

Signature of second Proxy Holder

Signature of third Proxy Holder

NOTES:

1. The Form of Proxy in order to be effective should be in the prescribed form, duly completed and signed or authenticated by the concerned person and deposited at the registered office of the Applicant Company No. 5 at G-123, Sector-63, Noida, Uttar Pradesh – 201307, not later than 48 hours before the scheduled time of the meeting.
2. In case of multiple proxies, proxy later in time shall be accepted.
3. Please affix a revenue stamp of Re. 1/- before signing across the same.
4. All alterations made in the Form of Proxy should be initialed.
5. This Form of Proxy is applicable only to those Unsecured Creditors who have not voted, and do not wish to vote, through the Postal Ballot Facility. A proxy need not be an Unsecured Creditor of the Company.
6. It is optional to indicate your voting 'preference'. If you leave the 'For' or 'Against' column blank, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.
7. In case the Unsecured Creditor is a body corporate or other entity, the duly completed Proxy Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the Proxy holder.
8. For the Resolution, Explanatory Statement and Notes, please refer the Notice of the Meeting.
9. An Unsecured Creditor/its proxy, attending the Meeting, is requested to bring the Attendance Slip duly completed and signed along with a copy of the deposited Form of Proxy (in case of a proxy).

GENUS POWER INFRASTRUCTURES LIMITED

CIN: L51909UP1992PLC051997

Registered Office: G-123, Sector-63, Noida, Uttar Pradesh-201307 (India)

Phone: +91-120-2581999

E-mail: cs@genus.in, **Website**: www.genuspower.com

ATTENDANCE SLIP

MEETING OF THE UNSECURED CREDITORS OF GENUS POWER INFRASTRUCTURES LIMITED PURSUANT TO ORDER DATED DECEMBER 08, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH ON SATURDAY, FEBRUARY 26, 2022 AT 4:00 P.M.

Name and Address of Unsecured Creditor	
Reference Code (as intimated over the email, if received electronic notice, or mentioned on envelope, if received physical notice)	
Outstanding dues as on September 30, 2021	
Full name of Proxy / Authorized Representative	

I/We hereby accord my/our presence at the Meeting of the Unsecured Creditors of Applicant Company No. 5/ "Demerged Company" convened as per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench pursuant to Order dated December 08, 2021 passed in the Company Application CA(CAA) No. 27/ALD/2021 being held on Saturday, the 26th day of February, 2022 at 4:00 P.M. at Paper Mill, Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh – 244001.

Name of the Unsecured Creditor: ……

Signature of the Unsecured Creditor: ……

OR

Name of the Proxy Holder: ……

Signature of the Proxy Holder: ……

NOTES:

1. Unsecured Creditors/ authorized representatives or their proxies attending the meeting must bring this attendance slip to the meeting and hand over the same at the entrance of the meeting venue after completing and signing the same.
2. Unsecured Creditors/ authorized representatives or their proxies desiring to attend the meeting should bring his/ her copy of the notice for reference at the meeting.