

GENUS PRIME INFRA LIMITED

(formerly known as GULSHAN CHEMFILL LIMITED)

(Regd. Office: 9th K. M. Jansath Road, Muzaffarnagar, Uttar Pradesh - 251 001)

CIN: L24117UP2000PLC032010

Tel. No.: +91-131-3201231, Fax No.: +91-131-2661378, Website: www.genusprime.com

This Advertisement is being issued by Mefcom Capital Markets Limited (the "Manager to the Offer") on behalf of Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal, Mr. Amit Agarwal (the "Acquirers") in respect of the open offer to the equity shareholders of GENUS PRIME INFRA LIMITED (the "Target Company" or "GPIL") pursuant to and in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "Regulations"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was published on July 8, 2014 (Tuesday) in the Business Standard (English - All Editions), Business Standard (Hindi - All Editions) and Mumbai Lakshdeep (Marathi - Mumbai Edition) and the Corrigendum to the above mentioned DPS was published on February 18, 2015 (Wednesday) in the above mentioned newspapers.

- Offer price is ₹ 5.50 (Rupees Five & Paise Fifty Only) per Equity Share and there is no revision in the offer price.
 - Committee of Independent Directors ("IDC") of the Target Company recommends acceptance of the Open Offer made by the Acquirers, as the Offer Price of ₹ 5.50/- (Rupees Five & Paise Fifty Only) per equity share of the Target Company is fair and reasonable based on the following reason:
 - As per last Audited Balance Sheet as on 31.03.2014, the earnings per share of the company is negative ₹ 0.03 per equity share and the Book Value per equity share of the Target Company is 1.51, which is lower than the Offer Price of ₹ 5.50/- per equity share being offered by the Acquirer.
- The recommendation of IDC was published in above mentioned newspapers on February 27, 2015.
- There has been no competitive bid to this offer.
 - The Letter of Offer ("LOF") has been dispatched to all the shareholders of the Target Company on February 24, 2015.
 - Please note that a copy of the Letter of Offer (including Form of Acceptance cum Acknowledgment) will also be available on SEBI's website (www.sebi.gov.in) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
 - In Case of Physical Shares:** Name, address, number of equity shares held, number of equity shares offered, distinctive numbers and folio number together with the original share certificate/s and valid transfer deeds with details of the Acquirers to be kept blank and Broker contract note (in case of unregistered shareholders).
 - In Case of Dematerialized Shares:** Name, address, number of equity shares held, number of equity shares offered, DP name, DP ID and client ID (collectively called "Shareholding Details") together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the DP in favor of Special Depository Account ("MCML-RKAO-Open Offer Escrow Account"):

The details of special Depository account are as under:

Depository	National Securities Depository Limited (NSDL)
Depository Participant Name	HDFC Bank Limited
Client ID	50024183
DPID	IN301549
Market	Off - market
Execution date	On or before the date of Closure of Offer

Shareholders having their depository account with CDSL have to use inter-depository delivery instruction slip for the purpose of crediting their equity shares in favour of the Special Escrow Account with NSDL.

- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on July 15, 2014. We have received the final observations in terms of Regulation 16(4) of the SEBI (SAST) Regulation, 2011 from SEBI vide its letter no. CFD/DCR/AT/SKD/PA/4585/2015 dated February 11, 2015 which has been incorporated in the LOF.
- There have been no material changes in relation the Open Offer, since the date of PA, save as otherwise disclosed in the DPS, Corrigendum to DPS and in the Letter of Offer.
- To the best of the knowledge of the Acquirers, other than as set out in the letter of offer, no statutory approvals are required by them to complete this Offer. In case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
- Schedule of Activity:**

Nature of Activity	Revised Schedule
	Day & Date
Issue of PA	Tuesday, July 1, 2014
Publication of this DPS in newspapers	Tuesday, July 8, 2014
Last date for filing of the draft Letter of Offer with SEBI	Tuesday, July 15, 2014
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Wednesday, February 11, 2015
Identified Date*	Friday, August 8, 2014
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company	Tuesday, February 24, 2015
Last date for upward revision of the Offer Price and/or the Offer Size	Thursday, February 26, 2015
Last date by which a Committee of Independent Directors of the Target Company is required to give its recommendation to the public shareholders of the Target Company for this Offer	Friday, February 27, 2015
Publication of advertisement containing announcement of the schedule of activities of this Offer, status of statutory and other approvals, if any, and procedure for tendering acceptances, in the newspapers where this DPS was published and notification to the SEBI, the BSE and the Target Company at its registered office	Monday, March 2, 2015
Commencement of tendering period	Tuesday, March 3, 2015
Closure of tendering period	Wednesday, March 18, 2015
Last date of payment of consideration to the public shareholders of the Target Company whose Equity Shares have been accepted in this Offer	Wednesday, April 1, 2015
Last date for issue of post-offer advertisement	Friday, April 10, 2015.

*Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer would be sent being all shareholders (except the promoters/promoter group of the Target Company) whose names appear on the register of members of the Target Company and also to those persons who own the shares at any time prior to the closure of the offer, but are not the registered equity shareholders and as regards the beneficial owners of the dematerialized shares, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on August 8, 2014.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS



MEFCOM CAPITAL MARKETS LIMITED

Regd. Off.: 5th Floor, Sanchi Building, 77, Nehru Place, New Delhi - 110 019

Phone: 011 - 4650 0500, Fax. No.: 011 - 4650 0550

SEBI Regn. No.: MB/INM000000016

Website: www.mefcom.in

Contact Person: Mr. Anand Srivastava

Email: anand@mefcom.in

Date : March 2, 2015

Place : New Delhi

Ad size: 12(w) x 34(h)