PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

GENUS PRIME INFRA LIMITED

(Formerly Known as Gulshan Chemfill Ltd.)

Registered Office : 9th K. M. Jansath Road, Muzaffarnagar, Uttar Pradesh -251001, INDIA Tel. : 91-131-3295880, 3295888 Fax : 91-131-2661678 E-mail : genusprime@gmail.com Website : www.gulshanindia.com

CASH OFFER FOR ACQUISITION OF UPTO 28, 14,700 FULLY PAID UP EQUITY SHARES OF Rs. 2/- EACH FROM SHAREHOLDERS OF GENUS PRIME INFRA LIMITED (Formerly Known as Gulshan Chemfill Ltd.)

This Public Announcement ("PA") is being issued by Mefcom Capital Markets Limited ("MCML"), [hereinafter referred to as the "Manager to the Offer"]for and on behalf of M/s Genus Paper Products Limited ("GPPL") [hereinafter referred to as the "Acquirer"], pursuant to and in compliance with among others, Regulation 10 and 12 of Chapter III of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "Takeover Regulations", "Regulations" or the "SEBI(SAST)Regulations"). No other person / individual / entity is acting in concert with Acquirer for the purposes of this Offer. This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of Genus Prime Infra Limited [hereinafter referred to as "GPIL" or "Target Company"].

1. Background to the offer

1.1 The Offer("Offer" or "Open Offer" is being made by the Acquirer pursuant to regulations 10 and 12 and other applicable provisions of the SEBI (SAST) Regulations,1997 as aforesaid to the public shareholders of the Target Company.

1.2 The Acquirer are making a mandatory Offer ("the Offer" or "Open Offer") to the public shareholders of the Target Company to acquire 28, 14,700 fully paid up equity shares of Rs.2 each constituting 20% of the current issued & paid -up equity share capital of the Target Company at a price of Rs.8 (Rupees Eight Only)("Offer Price") per Equity Share aggregating to Rs.2,25,17,600(Rupees Two cror twenty five lacs seventeen thousand six hundred Only)("Offer Size") payable in cash subject to the terms and conditions mentioned hereinafter and the terms and conditions that will be set out in the letter of offer in relation to Offer (the "Letter of Offer")

1.3 The Acquirer has acquired 80, 22,826 equity shares ("sale shares") of the target Company representing 57.01% of the paid up equity share Capital of the Company which resulting into triggering of Regulations 10 and 12 of the SEBI (SAST) Regulations. The sale shares have been acquired from the open market from Bombay stock Exchange Limited ("BSE") by way of a block deal, details of which are as follows:

Date	No. of Shares	Percentage of Total Equity	Price Per Share
30.08.2010	6359722	45.19	6.41
30.08.2010	1663104	11.82	6.41

1.4 On 30th August, 2010 the Acquirer executed a Share Purchase Agreement ("SPA") with (a) Dr. C.K Jain and (b) Gulshan Holdings Pvt Ltd (collectively referred to as the "Sellers")for acquisition of upto 8022826,fully paid -up equity shares representing 57.01% of the total current issued, subscribed and fully paid-up equity capital of the Target Company at a price upto Rs.6.50/ (Rupees Six and fifty paisa only) per fully paid-up equity share ("referred to as the "Sale Shares").

Details of the "Sellers" who are the Shareholder of GPIL are mentioned here under-

Name of the Seller	Address/Registered Address	Number of Shares held as on the date of PA	% of Outstanding Equity Share Capital held as on the Date of SPA in GPIL	Number of Shares being sold to the Acquirer as SPA	% of fully paid-up equity share sold capital in GPIL being to the Acquirer as per the SPA
Dr.C.K.Jain	N-142,Panchsheel Park, New Delhi-110017	8325022	59.15	6359722	45.19
Gulshan Holdings Pvt Ltd.	G-81, Preet Vihar, Delhi-110 092	1663104	11.82	1663104	11.82

1.5 The Salient features of the SPA are as follows:

a. Negotiated price per sale share shall be paid in the form of cash. The Acquirer has not paid any other monetary consideration whether by way of any non-compete fees or otherwise, or pursuant to any non-compete agreement for acquisition of the shares of the target Company.

b. The Sellers has agreed to transfer of 8022826 equity shares i.e. constituting 57.01 % of the issued and paid up equity share capital of GPIL.

c. The SPA governs the rights and obligations, inter-se, of each of the parties to the SPA and in accordance with the terms of SPA, on the closing date i.e. within 2 business days from the later of the happening of (i) the Purchaser having complied with the provisions of, and fulfilled their obligations under, the SEBI (SAST) Regulations for the making and completion of open offer for Shares of the Company; or (ii) Manager to the Offer having certified the unconditional fulfillment of the provisions of the SEBI (SAST) Regulations by the Acquirer

d. The Acquirer shall assume control and shall be the "promoter" of GPIL, as the term is understood under applicable law.

e. The SPA contains customary provisions including provisions in relation to representations, warranties and related indemnity obligations.

f. The Acquirer shall promptly take all necessary action to ensure that within 60 (sixty) days of the Closing Date or such other extended time as may be mutually agreed between the Parties.

g. The SPA contains a provision that the parties to the SPA shall not act upon the sale and purchase of the "Sale Shares" in the event of non-compliance with the provisions of the Regulations by the Acquirer.

h. The sale of "Sale Shares" is subject to the Acquirer complying with the SEBI (Substantial Acquisition of Shares and Takeover) Regulations 1997 and amendments made thereto. Pursuant to Regulation 22(16) of the SEBI (SAST) Regulations, the sellers and the Acquirer shall not act upon that sale and purchase of the Sale Shares in the event of non-compliance of the provisions of the Regulations by the Acquirer.

I. The Acquirer has undertaken vide its letter dated 30th August, 2010 that it will not exercise the voting right in the target Company which has been accrued to it by virtue of acquisition of 80,22,826 equity shares of the target Company from the date of purchase 30th August,2010 till the completion of open offer formalities in terms of the provisions of Takeover Regulations in this respect. .

n. The Target Company and the Sellers shall ensure that from the Date of execution of the SPA till the completion of open offer, the Sellers & Target Company shall carry on the business of the Target Company in the ordinary course of business.

1.6 Being parties to SPA, the Sellers shall not tender any of the Target Company Shares for sale to the Acquirer in this Open Offer.

1.7 The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional offer.

1.8 The Offer is not a competitive bid.

1.9 The Acquirer has not acquired any Shares /Voting rights of the Target Company during last 12 months period prior to the date of Public Announcement. In the terms of regulation 2(1) (e) of the Takeover Regulations, the following group companies as mentioned in the table are "PAC" to be acting in concert with the acquirer. However they are not acting in concert for the purposes of this Offer and these group Companies of the Acquirer have purchased and sold shares in last 12 months as shown in the table.

Sr. No.	Name	No. of shares sold* and purchased	Date	Price at which Shares are Sold /Purchase	Total Numbers of Share As on date of PA
1.	Kailash Industries Ltd.*	20000	30.06.2010	7.04	7500
		20000	01.07.2010	6.76	
		50000	02.07.2010	6.54	
		20000	05.07.2010	6.32	
		50000	06.07.2010	6.10	
		160000			
2.	Vivekshil Dealers Pvt. Ltd	20000	27.07.2010	7.72	131672
		1700	30.07.2010	7.09	
		186	02.08.2010	6.88	
		9786	06.08.2010	6.90	
		31672			

1.10 As on the date of this PA, Mefcom Capital Markets Limited, the Manager to the Offer does not hold any Equity Shares in the Target Company.

1.11 Genus Paper Products Limited is the sole acquirer for this open offer.

1.12 There are no outstanding partly paid up equity shares or any other instrument convertible into equity shares at a future date, in the books of the Target Company.

1.13 The Acquirer does not have any representative on the board of the target Company on the date of this PA. However Mr. Rameshwar Pareek, the whole time Director of the target Company is incidentally one of the Independent Directors of the acquirer Company. Mr.Dharam Chand Agarwal, director of the target company is also a director in Genus Power Infra Ltd - one of the group companies of the acquirer. The Acquirer proposes to reconstitute the Board of the target Company upon completion of open offer formalities.

2. The Offer

2.1 This Offer is being made by the Acquirer as a result of proposed acquisition of upto 57.01% of the issued and paid up equity share capital and control of the Target Company by the Acquirer as stated in clause 1.3 above.

2.2 In view of the above, the Offer is a mandatory Open Offer under regulations 10 and 12 of the Takeover Regulations.

2.3 The Acquirer is making an Open Offer to acquire up to 28,14,700 equity shares of the face value of Rs.2/- each, representing in aggregate 20% of the fully paid up equity share capital of the Target Company in terms of regulation 21(1) of the Takeover Regulations at a price of Rs. 8/- (Rupees Eight only) per fully paid up equity share payable in cash subject to the terms and conditions set out in this PA and the Letter of Offer that will be sent to the shareholders in accordance with the Takeover Regulations. This Offer is being made to all the shareholders of the Target Company (other than the parties to the SPA). The Acquirer will acquire all the shares of the Target Company that are validly tendered as per terms of the Offer subject to a maximum of 28, 14,700 equity shares being 20% of the fully paid up equity share capital of the Target Company.

2.4 This Offer is not conditional upon any minimum level of acceptance.

2.5 This Offer is subject to the receipt of the statutory and other approvals mentioned in paragraphs 7.1 to 7.5 of this PA. In terms of regulation 27 of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

2.6 The Acquirer does not hold any equity shares in the Target Company as of the date of this Public Announcement save and except those acquired as stated in clause 1.3 above.

2.7 Neither the Acquirer nor any of its directors have acquired any equity shares of the Target Company during the 12 months period prior to the date of this Public Announcement, save and except those acquired as stated in clause 1.3 above.

2.8 The equity shares of the Target Company will be acquired by the Acquirer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

3. The Offer Price

3.1 The equity shares of the Target Company are currently listed on the Bombay Stock Exchange Limited (BSE) (referred herein as "the stock exchanges").

3.2 The equity shares of the Target Company are frequently traded on BSE within the meaning of explanation (i) to regulation 20(5) of the SEBI (SAST) Regulations.

The annualized trading turnover in the shares of Target Company in the above mentioned Stock Exchanges based on trading volume during 1st March to 31st August, 2010 viz. six calendar months preceeding the month in which the PA is made is as given below:

Stock Exchange	Period	Total No. of shares traded during Period (annualized)	Total No. of listed shares	Annualized trading turnover (as a % of total listed shares)
BSE	1st March to 31stAugust, 2010	1,03,49,342	1,40,73,500	73.54%

(Source: www.bseindia.com)

3.3 The Offer price of Rs.8/- (Rupees Eight Only) per share is justified in terms of Regulations 20 of the SEBI (SAST) Regulations, in view of the following:

a.	The Negotiated Price under SPA	upto **Rs.** 6.50 Per Share
b.	Highest Price paid by acquirer for acquisition, if any, including by way of allotment in a public or rights issue or Preferential Issue during the 26 weeks prior to the date of the PA	**Rs.** 6.41/-. Per share
c.	The average of the weekly High and Low of the closing prices of the shares of GPIL on Stock Exchange during 26 weeks period preceding the date of PA	**Rs.** 7.31/-. Per share
d	The average of the daily high and Low of the prices of the shares of GPIL on Stock Exchange during 2 weeks period preceding the date of PA	**Rs.** 6.46/- per share

The Offer price of Rs. 8/- per share is therefore justified in terms of Regulation 20(4) of the Takeover Regulations, applicable for companies whose shares are frequently traded, in view of this price being more than the highest of the above parameters.

3.4 If the Acquirer acquires equity shares of the Target Company after the date of this Public Announcement and up to 7 working days prior to the closure of the Offer at a price higher than the Offer Price, then the highest price paid for such acquisition shall be payable for all the valid applications received under the Offer.

4 Information about Acquirer

4.1 The Acquirer Genus Paper Products Limited ("GPPL") is a public limited company incorporated on June 14, 1996 under the Companies Act, 1956 as "DSM Papers Limited" and having its registered office at Village Aghwanpur, Kanth Road, District-Moradabad, Uttar Pradesh. GPPL get Certificate of commencement of Business on June 21, 1996. Subsequently on May 31, 2002 name of the Company changed to Kailash Paper Products Limited. Further on July 6, 2006 name of the Company again changed to Genus Paper Products limited. The telephone number is +91 -11-26371882/83 and the fax number is 91-11-26371884

4.2 GPPL is in the Business of industrial paper manufacturer of various grades of kraft paper and particle board. The Company also manufacture steel ingot from scrap. The shares of GPPL are not listed on any stock exchange.

4.3 Mr. Ishwar Chand Agarwal, Mr. Kailash Agarwal Mr. Amrit Lal Todi, Mr. Banwari Lal Todi, Mr.Anand Todi, Mr. Vishnu Todi, and Smt. Rakesh Agarwal are the present promoters of the GPPL

4.4 The present Directors of the Acquirer are as follows: Mr.Kailash Agarwal (Managing director), Mr. Himanshu Agarwal (Whole time director), Mr.Ishwar Chand Agarwal, Mr. Bhairon Singh Solanki, Mr. Surendra Agarwal and Mr. Rameshwar Pareek.

4.5 The standalone audited financial highlights of the Acquirer are as given below:

(Rs. In lacs)

Particulars	2010	2009	2008
Total Income	11015.97	9524.02	7817.13
Profit After Tax	523.79	192.31	196.27
Share Capital :	2615.38	2377.38	2289.88
Equity	2615.38	1877.38	1789.88
preference	--	500.00	500.00
Reserves(excluding revaluation Reserves)	3000.71	1642.43	1186.08
Net worth	5616.09	3519.81	2975.96
Earnings per Share (EPS)in (Rs.)	2.24	1.02	1.10
Book Value per Share (BV) (in Rs.)	21.47	18.75	16.63
Return On net worth (%)	9.33	5.46	6.60

**Excluding Revaluation Reserves*

Source: Audited Annual Accounts

5 Information about the Target Company: Genus Prime Infra Limited ("GPIL")

5.1 GPIL is a public listed Company with its Registered and Corporate Office at 9th K.M Jansath Road, Muzaffarnagar, Uttar Pradesh-251001.GPIL does not have any subsidiary as on the date of this PA.

5.2 The Target Company was incorporated on 20th October, 2000 under the Companies Act, 1956 in the name of Gulshan Chemfill Limited with the object of carrying on Percipated Calcium Carbonate ("PCU") business.

5.3 Pursuant to the scheme of Arrangement and demerger between the Target Company and Gulshan Sugars And Chemicals Limited ("GSCL") as sanctioned by the Hon'ble High Court of Allahabad vide its Order Dated 28th February 2001 with rectification order 12th April 2001.the PCU division of GSCL was demerged to Gulshan Chemfill Limited with effect from 4th March 2001

5.4 Under the scheme of merger/amalgamation, GPIL acquired the assets and liabilities of Gulshan ChemCarb Limited, a company incorporated under the Companies Act 1956.Scheme of amalgamation was sanctioned by the Hon'ble High court of Himachal Pradesh at Shimla vide its order Dated 4th March 2005.

5.5 On February 21st 2008 the name of the Target Company was changed to Genus Prime Infra Ltd, , as the company has decided to diversify its activities into infra structure projects and on February 23, 2008 Company has informed BSE about this but request is yet to be approved by BSE. At present the Target Company is not engaged in any manufacturing business.

5.6 The target company has enter into infrastructure and development of Real estate business, as it's manufacturing activities of chemical and allied products have been discontinued. The target company along with Genus Power infrastructure Limited has entered into a Memorandum of understanding with Govt. of Rajasthan for reviving Jaipur Metal & Electricals Limited (JMEL). JMEL, owned by Government of Rajasthan, is a sick Company having large land bank in the heart of Jaipur. In order to revive the unit, the Govt. of Rajasthan invited RFQ from interested parties. The consortium led by Genus Power Infrastructures Limited and the target company had been awarded the revival package and a MOU to this effect was signed on November 7, 2008. The target Company is in strong position to implement the revival package.

5.7 The subscribed, issued and paid up share capital of the Target Company consists of 1,40,73,500 equity shares of Rs.2/- each aggregating Rs.2,81,47,000 and 1,00,000 zero% redeemable preference shares of Rs. 100/- each aggregating toRs.1,00, 00,000. There are no partly paid up shares in the Target Company.

5.8 The Target Company, Acquirer and the sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (the "SEBI Act") or under any other regulations made under the SEBI Act. The equity shares of the Target Company are listed on the BSE. The Target Company was earlier listed on Uttar Pradesh Stock Exchange Association Ltd ("UPSE") and Delhi Stock Exchange Association Limited ("DSE") since. It was delisted from "UPSE" and "DSE" with effect from 24th August 2004 and 2nd September, 2004 respectively and since then the Target Company shares are not traded on "UPSE" and "DSE" The equity shares are frequently traded on BSE.

5.9. The names of the Directors of the Target Company are as follows: Dr. C.K.Jain, Mrs. .Mridula Jain, Mr. Ajay Jain, Mr. Rameshwar Pareek, Mr.Dharam Chand Agarwal, Mr. Kamal Kant Agarwal.

5.10 The Promoter and Promoter Group of the Target Company collectively held 1,00,11,726 fully paid up equity shares in the Target Company constituting 71.14% of the fully paid up equity share capital. As explained in clause 1.3, the Seller, who are Part of Promoters of the Target Company has agreed to sell up to 80,22,826 equity shares (57.01%) of the fully paid up equity share capital.

5.11 There has been no merger, demerger and spin off in the Target Company in the last three years.

5.12 The standalone audited financial highlights of the Target Company are as given below:

(Rs in lacs)

Particulars	2010	2009	2008
Total Income	20.34	1.50	1638.86
Profit After Tax	8.96	-139.39	33.39
Share Capital	381.47	381.47	381.47
Equity Share	281.47	281.47	281.47
Preference Share	100.00	100.00	100.00
Reserve(excluding revaluation Reserves)	(100.49)	(118.92)	16.05
Net worth	180.97	162.54	297.52
Earnings per Share (EPS)(in Rs.)	0.06	-0.99	0.24
Book Value per Share (BV) (in Rs.)	1.29	1.15	2.11
Return On net worth (%)	4.96	-86	11.22

(Source: Annual reports)

6 Reasons for the Acquisition and Offer and Future Plans about the Target Company

6.1 The Offer is being made pursuant to acquisition of up to 80,22,826 equity shares representing 57.01% of the issued and paid up equity share capital of the target Company through the SPA dated 30th August, 2010 as stated in clause 1.3 above. This will result in substantial acquisition of equity shares in and change in control of the Target Company in terms of the Takeover Regulations. Hence, this Open Offer is being made in compliance with regulations 10 and 12 read with other applicable provisions of the Takeover Regulations.

6.2 The Acquirer's major business is Industrial Paper and is one of the largest producers of multi layered Kraft Paper. However the Company intents to enter into business of infra structure and real estate development, considering the large land bank it has at Moradabad and likely growth in this sector. The target company has signed a MOU with Govt. of Rajasthan as mentioned in clause 5.6 above. The said takeover will help in consolidation of land bank.

6.3 To the extent required and to optimize the value to all shareholders, the Acquirer may, subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. The Board of Directors of Target Company will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time. As of the date of this PA, the Acquirer does not have any plan to dispose off or otherwise encumber any assets of the Target Company in the next two years except in the ordinary course of business of Target Company and except to the extent mentioned above.

6.4 The Acquirer undertakes that they shall not sell, dispose off or otherwise encumber any substantial assets of Target Company, other than in the ordinary course, except with the prior approval of the shareholders of Target Company.

7 Statutory Approvals & Conditions of the Offer

The offer is subject to the receipt of the following statutory and regulatory approval(s) and clearances required by the Acquire Shares tendered pursuant to the offer:

7.1 The Offer may be subject to receiving the necessary approvals if any from Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, for acquiring equity shares, if tendered by its non-resident shareholders. In case of previous RBI Approvals not being submitted, the Acquirer reserves the right to reject the shares tendered in the Offer from aforesaid category of shareholders.

7.2 To the best of the knowledge of the Acquirer, as on the date of this Public Announcement, there are no other statutory approvals required to implement the Offer, other than those indicated above. If any other statutory approvals become applicable, the Offer would be subject to such statutory approvals. The Acquirer, in terms of regulation 27 of Takeover Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused.

7.3 The Acquirer shall complete all procedures relating to the Offer within a period of 15 days from the date of closing of the offer to those shareholders whose Share certificates and/or other documents are found valid and in order and are approved for acquisition by the Acquirer.

7.4. In case of delay in receipt of the above statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company, subject to the Acquirer agreeing to pay interest for the delayed period as directed by SEBI in terms of regulation 22(12) of the Takeover Regulations. Further, if the delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, regulation 22(13) of the Takeover Regulations will also become applicable.

7.5 To the best of the knowledge, the Acquirer does not require any approval(s) from any financial institutions or banks for the Offer.

8 Disclosures under Regulation 21(2) of the SEBI (SAST) Regulations, 1997

8.1 As per the listing agreement entered with the stock Exchanges the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis.

8.2 Pursuant to the successful closure of the Offer, and assuming full acceptance, the public shareholding of the Target Company is expected to fall below 25% of the voting capital of the Target Company .The Acquirer will in accordance with regulation 21(2) of the Takeover Regulations ,take necessary actions in compliance of the laws to raise the level of public shareholding to the level specified for specified time and in accordance with the prescribed procedure under amenended40A(VIII) of the listing Agreement.

9 Financial Arrangements

9.1 The Acquirer has made firm financial arrangement for financing the acquisition of equity shares under the Open Offer, in terms of Regulation 16 (xiv) of the Takeover Regulations and to meet its obligations in full under the Offer and no borrowing from any banks and/or financial institutions is envisaged.

9.2 The total funds requirement for the Offer is Rs 2,25,17,600 (Rupees Two crore twenty five lakhs seventeen thousand six hundred only), assuming full acceptances of the Offer.

9.3 Pradeep Hari & Co., Chartered Accountant vide their certificate dated August 31st, 2010 certified that the Acquirer has sufficient ready liquid funds available to fulfill its obligations arising out of the Offer.

9.4 The Acquirer has vide a certificate dated August 31st, 2010 given an undertaking to the Manager to the Offer to meet its financial obligations under the Offer.

9.5 By way of security for performance of the Acquirer's obligations under the Regulations, the Acquirer has created an Escrow Account with the DCB Bank Limited in their capacity as the Escrow Banker, having their office at GK -II , New Delhi, under the name and style of "MCML-GPPL-Open Offer Escrow Account" and bearing No. 07022000000019 and, has deposited a sum of Rs.57,00,000 (Rupees Fifty seven lakhs only) in the said Escrow Account Cash, being in excess of 25% of the Offer Size required under Regulation 28(2) of the Regulations.

9.6 Acquirer have confirmed that the funds lying in the above mentioned cash escrow account will be utilized exclusively for the purpose of the Offer.

9.7 MCML, as Manager to the Offer, has been duly authorized by the Acquirer to realize the value of the Escrow Account in terms of the provisions of the Regulations.

9.8 The Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the Regulations as firm financial arrangements are in place to fulfill the obligations under the Regulations.

9.9 The maximum purchase consideration payable by the Acquirer in case of full acceptance of this Offer would be Rs.2, 25, 17,600/- (Rupees Two crore twenty five lakhs seventeen thousand six hundred only) for acquisition of 28,14,700 equity shares at the offer price of Rs. 8/- per share.

9.10 In case of a revision in the Offer price, the Acquirer would raise the amount in the escrow account to ensure compliance with Regulation 28 of the Takeover Regulations.

10. Other Terms of the Offer

10.1 A Letter of Offer specifying the detailed terms and conditions of the Offer, together with a Form of Acceptance-cum-Acknowledgement ("FOA") will be mailed on or before17th,October 2010, to the shareholders of the Target Company (other than parties to the SPA), whose names appear on the Register of members of the Target Company and to the owner of the equity shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on 9th September, 2010 (the "Specified Date"). Accidental omission to dispatch Letter of Offer to any member entitled to this Open Offer or on-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever. The Offer is subject to terms and conditions set out herein and in the Letter of Offer that would be sent to the shareholders of the Target Company as on the Specified Date (as defined later).

10.2 Shareholders who wish to tender their equity shares, held in physical form, will be required to send the "FOA", original share certificate(s) and transfer deed(s) duly signed to the registrar to the Offer, Alankit Assignments Limited either by hand delivery on weekdays or by Registered Post, at their sole risk, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e., not later than 15th November, 2010 in accordance with the instructions to be specified in the Letter of Offer and in the "FOA".

10.3 The Registrar to the Offer, Alankit Assignments Limited, has opened a special depository account with National Securities Depository Limited ("NSDL") called, "ALANKIT GENUS PRIME OPEN OFFER ESCROW ACCOUNT". Beneficial owners are requested to fill in the following details in the delivery instructions for the purpose of crediting their equity shares in the special depository account:

Depository Participant ("DP") Name	Alankit Assignments Limited
DP ID	IN 300118
Client ID	11432819
Account Name	ALANKIT GENUS PRIME OPEN OFFER ESCROW ACCOUNT
Depository	National Securities Depository Limited (NSDL)

10.4 Shareholders having their beneficiary account in Central Depository Services (India) Limited ("CDSL") have to use inter-depository delivery instruction slips for crediting their equity shares in favour of the special depository account with NSDL.

10.5 All owners of equity shares demat/physical, registered/unregistered (other than parties to the SPA) are eligible except as mentioned in paragraph 1.3 above, to participate in the Offer anytime before closure of the Offer. All registered owners can send duly completed FOA, filled and signed in accordance with the instructions contained in the Letter of Offer and FOA, to the Registrar to the Offer, at the collection centre mentioned in paragraph 10.8 below, before the closure of the Offer i.e., 15th November, 2010. No indemnity shall be required from the unregistered shareholders.

10.6 Beneficial owners (holders of equity shares in dematerialized form) who wish to tender their equity shares will be required to send their FOA along with the photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instructions in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account to the Registrar to the Offer, either by hand delivery on weekdays or by Registered Post, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e., no later than 15th November 2010, in accordance with the instructions to be specified in the Letter of Offer and in the "FOA". The credit for the delivered equity shares should be received in the special depository account on or before closure of the Offer, i.e., not later than 15th November, 2010.

10.7 In addition to the above, the shareholders of the Target Company, who wish to avail of and accept the Offer, can also deliver the "FOA" along with all the relevant documents at the collection centre below in accordance with the procedure as set out in the Letter of Offer. (Monday to Friday 10 am to 3 pm & Saturdays 10 am to 1 pm.)

10.8

Collection Centre	Address of Collection Centre	Contact Person	Phone No	Fax
New Delhi	Alankit Assignments Ltd. 205-208, Anarkali Complex, Jhandewalan Ext. New Delhi-110 062	Mr. Y.K.SINGHAL	011-23541234, 42541234	011- 42541201

10.9 All owners (registered or unregistered) of equity shares of the Target, except the parties to the SPA, are eligible to participate in the Offer anytime before the closure of the Offer. Unregistered owners can send their application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of equity shares held, number of equity shares offered, distinctive numbers, folio number, together with the original share certificate(s), valid transfer deeds and the original contract notes issued by the broker through whom they had acquired their equity shares.

10.10 In case of non-receipt of the Letter of Offer, the eligible persons may send their consent to the Registrar to the Offer, on a plain paper stating the name, address, number of equity shares held, distinctive numbers, folio number, number of equity shares offered along with documents as mentioned above so as to reach the Registrar to the Offer on or before the closure of the Offer, i.e., no later than 15th November, 2010 or in case of beneficial owners, they may send the application in writing to the Registrar to the Offer, on a plain paper stating the name, address, number of equity shares held, number of equity shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Offer, i.e., no later than 15th November, 2010.

10.11 Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions / orders regarding these equity shares are not received together with the equity shares tendered under the Offer. The Letter of Offer in such cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.

10.12 If the equity shares tendered in this Offer by the shareholders of the Target Company are more than the equity shares to be acquired under this Offer, the acquisition of equity shares from each shareholder will be on a proportionate basis as per the provisions of regulation 21(6) of the Takeover Regulations such that the acquisition from each shareholder shall not be less than the minimum marketable lot or the entire holding, if it is less than the marketable lot. The marketable lot for the Target Company is 1 (one) share.

10.13 Duly executed "FOA" along with share certificate(s) and share transfer form(s) should be sent only to the Registrar to the Offer and not to the Manager to the Offer or Acquirer.

10.14 In terms of regulation 22 (5A) of the SEBI (SAST) Regulations, equity shareholders desirous of withdrawing the acceptance tendered by them in the Offer, may do so upto 3 (three) working days prior to the date of closure of the Offer.

10.15 The withdrawal option can be exercised by submitting the documents as per the instructions below, so as to reach the Registrar to the Offer at any of the collection centre mentioned above as per the mode of delivery indicated therein on or before 10th November, 2010.

10.16 The withdrawal option can be exercised by submitting the Form of Withdrawal, enclosed with the Letter of Offer.

10.17 In case of non-receipt of Form of Withdrawal, the withdrawal option can be exercised by making a plain paper application along with the following details:

(a) In case of physical shares: name, address, distinctive numbers, folio number, number of equity shares tendered; and

(b) In case of dematerialized shares: name, address, number of equity shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "Off-market" mode or counterfoil of the delivery instruction in "Off-market" mode, duly acknowledged by the DP, in favour of the special depository account.

10.18 The Registrar to the Offer will hold in trust the shares/share certificates, shares lying in credit of the special depository account, FOA, if any, and the transfer form(s) on behalf of the shareholders of Target Company who have accepted the Offer, till the cheques/drafts for the consideration and/or the unaccepted shares/share certificates are dispatched /returned.

10.19 The payment of consideration for accepted applications will be made by the Acquirer in cash through account payee cheques, drafts, warrants, etc. sent by registered post for amounts exceeding Rs.1,500/- and otherwise under certificates of posting in accordance with the Regulations.

10.20 Shares that are subject to any charge, lien or encumbrance are liable to be rejected.

10.21 Unaccepted share certificates, transfer forms and other documents, if any, will be returned by registered post at the shareholders'/unregistered owners' sole risk to the sole/first shareholder. Unaccepted Shares held in dematerialized form will be credited back to the beneficial owners' depository account with the respective depository participant as per the details furnished by the beneficial owner in the FOA.

10.22 Shareholders, who have sent their shares for dematerialization, need to ensure that the process of getting their shares dematerialized is completed well in time so that the credit in the special depository account is received on or before the date of closure of the Offer, i.e., not later than 15th November, 2010, else their application would be rejected.

10.23 While tendering the shares under the Offer, NRIs/OCBs/foreign shareholders will be required to submit the previous Approvals (specific or general) from the RBI and/or the Foreign Investment Promotion Board (as applicable) that they would have obtained for acquiring the Shares of the Target. In case such previous approvals are not submitted, Acquirer reserves the right to reject such shares tendered.

10.24 Compliance with tax and other regulatory requirements:

a. As per the provisions of section 196D(2) of the Income-tax Act, 1961 no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD payable to a Foreign Institutional Investor as defined in section 115AD of the Income-tax Act, 1961.

b. While tendering their equity shares under the Offer, NRIs, OCBs and other non-resident shareholders will be required to submit a no objection certificate or tax clearance certificate or certificate for deduction of tax at lower rate from the Income-tax authorities under the Income-tax Act, 1961 indicating the amount of tax to be deducted by Acquirer before remitting the consideration, failing which Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the relevant category to which the shareholder belongs on the entire consideration amount payable to such shareholder.

10.25 Securities transaction tax will not be applicable to the shares accepted in the Offer.

10.26 A schedule of some of the major activities in respect of the Offer is given below:

Activity	Date	Day
Date of Public Announcement	03.09.2010	Friday
Specified Date (for the purpose of determining the names of the shareholders to whom the Letter Offer would be sent)*	09.09.2010	Thursday
Last date for a competitive bid, if any	23.09.2010	Thursday
Date by which Letter of Offer will be posted to shareholders	16.10.2010	Saturday
Date of opening of the Offer	27.10.2010	Wednesday
Last date for Revising the Offer Price/ Number of Shares	06.11.2010	Saturday
Last date for withdrawing acceptances tendered by shareholders	10.11.2010	Friday
Date of closing of the Offer	15.11.2010	Monday
Date of communicating acceptance/ rejection and payment of consideration for accepted shares/ dispatch of the share certificate in case of rejection.	30.11.2010	Tuesday

*Specified Date is only for the purpose of determining the names of the shareholders of the Target Company as on such date to whom the Letter of Offer would be sent.

10.27 The Offer is not conditional on any minimum level of acceptance. In the event that the Shares tendered validly in the Offer by the Shareholders of GPIL are more than the Shares to be acquired under the Offer, the acquisition of validly tendered Shares from each Shareholder will be as per the provisions of Regulation 21(6) of the Takeover Regulations i.e. on a proportionate basis, to be decided in a fair and equitable manner, in consultation with the Manager to the Offer, irrespective of whether the Shares are held in physical or dematerialized form.

10.28 While tendering equity shares under the Offer, non resident shareholders (Non Resident Indians/Overseas Corporate Bodies/Foreign shareholder) will be required to submit the previous RBI approval (specific or general) that they would have been required to submit to acquirer the shares of GPIL. In case the previous RBI approvals are not submitted, Acquirer reserves the right to reject such shares validly tendered. While tendering the shares under the Offer, NRI/OCBs /foreign shareholders will be required to submit a Tax Clearance Certificate ("TCC") from Income Tax authorities, indicating the amount of tax to be deducted by the Acquirer under the Income-tax Act, 1961 (the "Income Tax Act") before remitting the consideration.

10.29 In case the aforesaid TCC is not submitted, Acquirer will arrange to deduct tax at the rate as may be applicable to the category of the shareholder under the Income Tax Act, on the entire consideration amount payable to such shareholder.

10.30 As per the provisions of Section 196D (2) of the Income Tax Act, no deduction of tax at source shall be made from any income by way of capital gains arising from the transfer of securities referred to in section 115AD of the Income Tax Act payable to a Foreign Institutional Investor ("FII") as defined in section 115AD of the Income Tax Act. However, the interest payment for delay in payment of consideration, if any, shall not be governed by this provision. For interest payments, if any, FIIs shall also have to provide their TCC, indicating the amount of tax to be deducted. In absence of the same, Acquirer will arrange to deduct tax on the interest component, at the rate as may be applicable to the category of shareholders under the Income Tax Act, 1961.

10.31 Securities transaction tax will not be applicable to the shares accepted in this Offer.

10.32 If the resident shareholder of GPIL requires that no tax is to be deducted or tax is to be deducted at a lower rate than the prescribed rate, he will be required to submit No Objection Certificate from the income tax author