

Public Announcement under Regulations 3 (1) & 4 read with Regulation 15(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Open offer ("Offer") for acquisition of up to 36,59,110 fully paid-up equity shares of face value of Rs 2/- each from the public shareholders of Genus Prime Infra Limited ("Target Company"), a company incorporated under the Companies Act, 1956 and having its registered office at 9th K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh-251 001 by Mr. Rajendra Kumar Agarwal, resident of 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001 Mr. Jitendra Kumar Agarwal, resident of 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001 and Mr. Amit Agarwal, resident of 224, 1st Floor, Sukhdev Vihar, New Delhi- 110025 (Collectively referred to as the "Acquirers"), pursuant to and in compliance with Regulation 3(1) and 4, of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations") This Public Announcement is being issued by Mefcom Capital Markets Limited ("Manager to the Offer") for and on behalf of the Acquirers. There is no person acting in concert with the Acquirers for the purpose of this Offer.

1. Offer Details

- 1.1 **Offer Size:** Up to 36,59,110 fully paid-up equity shares of face value of Rs 2/- each of the Target Company (each an "Equity Share"), representing 26% of the fully diluted voting equity share capital of the Target Company ("Voting Share Capital"), as of the 10th working day from the closure of the tendering period. The Offer is not a conditional offer subject to minimum level of acceptance.
- 1.2 **Offer Price / Consideration:** Rs 5.50/- per Equity Share ("Offer Price"). The Offer Price per share is calculated in accordance with the Regulation 8(2)(e) of the SEBI Takeover Regulations. The total funds required for implementation of the Offer (assuming full acceptance) for the acquisition of 36,59,110 equity shares at Rs. 5.50 per equity shares is Rs. 2,01,25,105/- (Rupees two crores one lac twenty five thousand one hundred five only).
- 1.3 **Mode of payment (cash / security):** The Offer Price will be paid in cash, in accordance with Regulation 9(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI Takeover Regulations").
- 1.4 **Type of offer (Triggered offer, voluntary offer/competing offer, etc.):** The Offer is a Triggered Offer in compliance with Regulation 3(1) and 4 of the SEBI Takeover Regulations.. Mr. Rajendra Kumar Agarwal, Mr. Jitendra Kumar Agarwal and Mr. Amit Agarwal have entered into a Share Purchase Agreement (the "Agreement") dated July 1, 2014 with M/s Genus Paper & Boards Limited, a company incorporated under the Companies Act, 1956 having its registered office at Village Aghwanpur, Kanth Road, Moradabad-244 001 (Uttar Pradesh), M/s Vivekshil Dealers Private Limited, a Company registered under the Companies Act, 1956 and having its Registered office at Dharam Kanta, Harthala, Moradabad-244 001 (Uttar Pradesh) and M/s Kailash Industries Limited, a Company registered under the Companies Act, 1956 and having its Registered Office at Opposite Taxi Stand, Rampur Road, Moradabad-244 001 (Uttar Pradesh), the existing promoters of the Target, (hereinafter referred to as the "Sellers") for acquisition of 94,47,731 Equity Shares of the Target of face value Rs. 2/- each for an aggregate consideration of Rs. 3,77,90,924/- @ Rs. 4.00 per share ("Negotiated Price"). The said acquisition represents 67.13% of the issued and subscribed share capital of the Target. The Offer is being made to the shareholders of the Target Company in accordance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations pursuant to the decision and intention of the Acquirers to increase their shareholding in the Target Company by additionally acquiring up to 26% of the Voting Share Capital under the Open Offer.

2. Transaction which has triggered the Offer obligations (Underlying Transaction)

Details of Underlying Transaction						
Type of Transaction (Direct/Indirect)	Mode of Transaction (Agreement/ Allotment/Market Purchase)	Shares/Voting Rights proposed to be acquired		Total Consideration for shares/ voting rights acquired (Rs)	Mode of Payment (Cash/ Securities)	Regulations which have been triggered
		Number	%			
Direct	Share Purchase Agreement dated July 1, 2014('SPA')	94,47,731	67.13%	3,77,90,924/-	Cash	3(1) & 4



3. Acquirers :

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirer(s)	Mr. Rajendra Kumar Agarwal	Mr. Jitendra Kumar Agarwal	Mr. Amit Agarwal	N.A.
Address (Registered Office/Residential Address)	R/o 12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur- 302001	R/o A-12, Dwarkapuri, Jamnalal Bajaj Marg, C-Scheme, Jaipur-302001	R/o 224, 1st Floor, Sukhdev Vihar, New Delhi- 110025	N.A.
Name(s) of persons in control/promoters of Acquirers where Acquirers are companies	Not Applicable	Not Applicable	Not Applicable	N.A.
Name of the Group, if any, to which the Acquirers belongs to	-	-	-	N.A.
Pre-transaction shareholding • Number • % of total share capital	NIL	NIL	NIL	Nil.
Proposed shareholding after the acquisition of shares which triggered the Offer • No. of Equity Shares • % of total equity share capital	37,79,731 Shares 26.85%	28,34,000 Shares 20.14%	28,34,000 Shares 20.14%	94,47,731 Shares 67.13%
Any other interest in the Target Company	NIL	NIL	NIL	N.A.

Note: There is no Person Acting in Concert in relation to the present Open Offer within the meaning of 2(1)(q) of the SEBI (SAST) Regulations, 2011.

4. Details of selling shareholders, if applicable:

Name	Part of Promoter Group (Yes / No)	Details of shares / voting rights held by the selling shareholders					
		Pre Transaction		Shares to be sold under SPA		Post Transaction	
		Number	%	Number	%	Number	%
M/s Genus Paper & Boards Limited	Yes	80,28,826	57.05%	80,28,826	57.05%	-	-
M/s Vivekshil Dealers Private Ltd	No	14,11,405	10.03%	14,11,405	10.03%	-	-
M/s Kailash Industries Limited	Yes	7,500	0.05%	7,500	0.05%	-	-

5. Target Company

- **Name:** Genus Prime Infra Limited, a public limited company incorporated under Companies Act, 1956
- **Registered Office:** 9th K.M., Jansath Road, Muzaffarnagar, Uttar Pradesh - 251001.
- **CIN :** L24117UP2000PLC032010
- **Exchanges where listed:** The BSE Limited (Scrip Code: 532425). **ISIN:** INE256D01014.

6. Other details

- 6.1 The detailed public statement pursuant to this public announcement, including the reasons and background to the Offer, detailed information on the Offer Price, and detailed information on the Acquirers and the Target Company,



shall be published within five working days from the date of Public Announcement, as per the SEBI Takeover Regulations.

- 6.2 The Acquirers undertake that they are aware of and will comply with their obligations under the SEBI Takeover Regulations, 2011 and have adequate financial resources to meet the obligations under the SEBI Takeover Regulations, 2011 for the purposes of the Offer.
- 6.3 The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI Takeover Regulations.
- 6.4 This public announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the SEBI Takeover Regulations, 2011.
- 6.5 The Acquirers have given an undertaking that pursuant to the closure of the Open Offer, if the Public Shareholding in the Target falls below 25% of the voting rights/ paid up equity share capital, they shall bring down the non public shareholding to the level specified (i.e. 75% of the paid up equity capital/voting rights) within a period of 12 months from the date of completion of Open Offer as specified under the Securities Contract (Regulation) Rules, 1957 and in accordance with such directions as may be issued by the Stock Exchange on which the shares of the Company are listed (BSE).

Issued by the Manager to the Offer on behalf of Rajendra Kumar Agarwal, Jitendra Kumar Agarwal and Amit Agarwal. (The Acquirers)

 MEFCOM (financial services & solutions)	Mefcom Capital Markets Limited CIN: L74899DL1985PLC019749 Regd Office.: 5th Floor, Sanchi Building, 77, Nehru Place, New Delhi- 110019 Phone: +91-11- 46500500 Fax No: +91-11- 46500550 SEBI Regn. No. - MB/INM000000016 Email: anand@mefcom.in Contact Person: Mr. Anand Srivastava
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For and on behalf of Acquirers:

Sd/- Mr. Rajendra Kumar Agarwal	Sd/- Mr. Jitendra Kumar Agarwal	Sd/- Mr. Amit Agarwal
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Place: New Delhi
Date: July 1, 2014.

