



Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

Genus
energizing lives

September 22, 2018

BSE Limited (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	National Stock Exchange of India Ltd. (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Fax No: (022) 26598237 / 38 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER
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Dear Sir(s),

Re: Outcome of the 7th Annual General Meeting and Results of E-Voting & Poll

This is to inform you that the 7th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") was held on 22nd September, 2018.

In this regard and pursuant to the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find attach herewith the following:

1. Summary of proceedings of the AGM of the Company.
2. The Voting Results as required under Regulation 44(3) of the Listing Regulations in the prescribed form along with Consolidated Scrutinizer Report.

You are requested to take the aforesaid on record and oblige.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

Anuj Ahluwalia

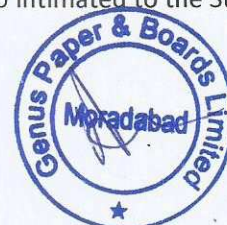
Anuj Ahluwalia
Company Secretary



Encl: A/a

SUMMARY OF PROCEEDING OF THE 7TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS PAPER & BOARDS LIMITED HELD ON SATURDAY, SEPTEMBER 22, 2018 FROM 10:00 A.M. TO 11:20 A.M. AT VILLAGE AGHWANPUR KANTH ROAD, MORADABAD- 244001 (UTTAR PRADESH)

- Mr. Udit Agarwal, Independent Director (Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) chaired the proceedings of the meeting.
- The AGM commenced at 10:00 a.m. The Chairman welcomed all members, directors, key managerial persons, statutory auditors and secretarial auditors of the Company present in the meeting. He introduced them to the Shareholders. He also explained the absence of directors, who could not attend the Meeting.
- A total of 31 members (including through proxies) in person attended the AGM.
- The statutory documents and registers as required were kept open at the place of the Meeting for inspection and were accessible throughout the Meeting.
- After ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.
- The Chairman briefed the members about the performance of the Company in the financial year 2017-18.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2018 did not contain any qualifications, observations or comments on financial transactions or matters, which had any adverse effect on the functioning of the Company. The said Audit Report was thus not read at the meeting.
- Further, since there were no qualifications, observations or comments or other remarks mentioned in the report of the Secretarial Auditor, the said Secretarial Auditor's Report was not read at the meeting.
- With the permission of the members present, the Notice and Explanatory Statement dated July 31st, 2018 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2018 with Directors' Report were also taken as read with the consent of members present.
- Thereafter, the Chairman stated that pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had offered remote e-voting facility as an alternate to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on September 15, 2018, to exercise their right to vote from September 19, 2018 to September 21, 2018 in proportion to their shareholding as on the cut-off date of September 15, 2018, at the AGM of the Company by electronic mode. Members had an option to either cast their vote in physical form (ballot/poll papers) by attending the Annual General Meeting or vote through remote e-voting facility. If a member has opted for e-voting, then he/she shall not be eligible to vote in physical mode at the Annual General Meeting. However, in case members cast their vote both via physical ballot at the Annual General Meeting and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For shareholders, who are present at the meeting and who have not cast their votes through e-voting, a poll is being conducted at the end of this meeting. Ms. Komal Ahuja, Practicing Company Secretary (Prop of M/s. Komal & Associates, Delhi, ACS No. 48168, CP No. 17597) has been appointed as Scrutinizer to conduct and scrutinize the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. Ms. Komal Ahuja has also been appointed for conducting and scrutinizing the poll process in a fair and transparent manner at the Annual General Meeting. The Chairman further stated that pursuant to Section 107 of the Act, there will be no voting on the resolutions by show of hands. The Chairman further stated that the results of voting on each resolution shall be declared within 48 hours of conclusion of the meeting upon receiving the consolidated report of e-voting and poll by the Scrutinizer. The Chairman further stated that the consolidated results of voting (e-voting and poll) would be uploaded on the Company's website and also intimated to the Stock Exchanges.



- Thereafter, the Chairman took up the other queries of the members.
- Thereupon, the Chairman took up and moved the resolutions for the ordinary and special businesses as set out in item no.1 to 7 of the notice of the AGM of the Company, for consideration of the members, as follows:

ORDINARY BUSINESS:

ITEM NO.01 - ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON:

“RESOLVED THAT the Audited Financial Statements (i.e. Audited Balance Sheet as at March 31, 2018, Statement of Profit & Loss Account along with Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date) of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby adopted.”

ITEM NO.02 - REAPPOINTMENT OF RETIRING DIRECTOR:

“RESOLVED THAT Mr. Himanshu Agarwal (DIN: 00065185), a director retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

ITEM NO.03 – RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at 4th Annual General Meeting held on September 26, 2015, the appointment of M/S D. Khanna & Associates (ICAI Firm Registration No. 012917N) Chartered Accountants, Jaipur, as the Statutory Auditor of the Company for the Financial Year 2018- 2019, be and is hereby ratified by the members of the Company and that the Board of directors be and is hereby authorized to fix the remuneration payable to them for the Financial year 2018-2019.”

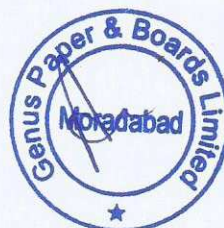
SPECIAL BUSINESS:

ITEM NO. 04 – RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FY 2018-19:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force) and as recommended by the audit committee, the Company hereby ratifies the remuneration of Rs. 60,000 /- (Rupees Sixty Thousand) plus out of- pocket expenses payable to M/s. M.K. Singhal & Co., Cost Accountants, Modinagar, (Firm Registration No. 00074) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2019.”

ITEM NO. 05- APPOINTMENT OF MR. YASH TODI AS A NON EXECUTIVE DIRECTOR OF THE COMPANY:

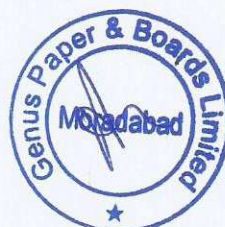
“RESOLVED THAT pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Yash Todi (DIN: 08034207) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 10th January, 2018 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 7th Annual General Meeting, be and is hereby appointed as a Non Executive Director of the Company.”



ITEM NO. 06- TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF COMPANIES ACT, 2013:

“RESOLVED THAT pursuant to the provision of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules under Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2018 upto the maximum per annum amounts as appended below:

MAXIMUM VALUE OF CONTRACT/TRANSACTION (PER ANNUM) WEF 1ST APRIL 2018					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or Supply of any goods, material	Selling or otherwise disposing off or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, material, services or Property
NAME OF RELATED PARTIES COMPANIES					
Genus Power Infrastructures Limited	On actual basis, Exempted being in the Ordinary course of business and on arm's length basis	-	-	-	-
Yajur Commodities Ltd (Formerly Virtuous Urja Limited)		-	-	-	-
Kailash Coal & Coke Company Limited		-	-	-	-
Genus Electrotech Limited		-	-	-	-
DIRECTORS/ KMP/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRMS AND COMPANIES in which directors have some interest as per provisions of Section 2(76) of the Companies Act, 2013		On actual basis, Exempted being in the Ordinary course of business and on arm's length basis	-	-	On actual basis, Exempted being in the Ordinary course of business and on arm's length basis



RESOLVED FURTHER THAT the Board of Directors and/or any committee thereof be and is hereby authorized to do and perform all such acts, deeds or things as may be necessary or incidental thereto including to finalise any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to the resolution.”


ITEM NO. 07- APPROVAL FOR PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTOR:

“**RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, a sum not exceeding one (1) percentage of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the non-executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors) in such amounts, subject to such ceiling, and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from 1 April, 2017.”

RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 7TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, SEPTEMBER 22, 2018

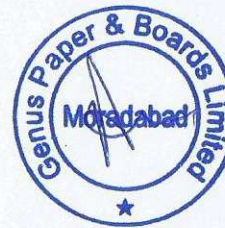
Ballot box was opened in presence of two members as witnesses. Counting of Ballot papers was made for the results.

On the basis of consolidated report of the Scrutinizer on e-voting and poll at the Annual General Meeting, the Chairman announced the results of voting on September 22, 2018 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 7 of the notice of the 7th Annual General Meeting of the Company have been duly passed by the Members with requisite majority.

 *Amey Walia*

Date of the AGM/EGM	September 22, 2018
Total number of shareholders on record date	19869
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	16
Public:	15
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Resolution No.1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public- Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00

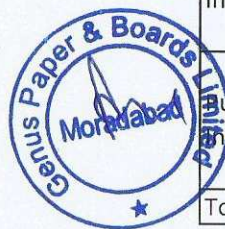


Resolution No.2 Appointment of a Director in place of Mr. Himanshu Agarwal (DIN: 00065185), who retires from office by rotation and, being eligible, offers himself for re-appointment.

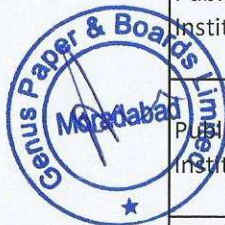
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public- Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00

Resolution No.3 Ratification of the appointment of M/s D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.

Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public- Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00



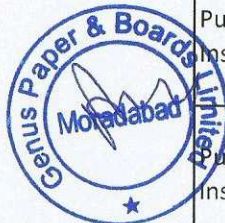
Resolution No.4		Ratification of Remuneration of Cost Auditors for the FY 2018-19.						
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public-Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00
Resolution No.5		Appointment of Mr. Yash Todi as a Non-Executive Director of the Company.						
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public-Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00



Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public- Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47606546	0	100.00	0.00
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47958782	0	100.00	0.00
Total		257125940	170450701	66.29	170450701	0	100.00	0.00

Resolution No.7 Approval for Payment of Commission to the Non-Executive Director.

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806956	50713352	39.07	50713352	0	100.00	0.00
	Poll		71778567	55.30	71778567	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		122491919	94.36	122491919	0	200.00	0.00
Public- Institutions	E-Voting	391713	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126927271	47606546	37.51	47595296	11250	99.98	0.02
	Poll		352236	0.28	352236	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		47958782	37.78	47947532	11250	99.98	0.02
Total		257125940	170450701	66.29	170439451	11250	99.99	0.01



Komal & Associates

(Corporate Legal Consultants)

REPORT OF SCRUTINIZER

To,

The Chairman of 7th Annual General Meeting of the Equity Shareholders of Genus Paper & Boards Limited held on Saturday, September 22, 2018 at 10:00 a.m. at Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)

Dear Sir,

Sub: Consolidated Report on E-voting and Poll [Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

I, Komal Ahuja, Practicing Company Secretary (Prop of M/s. Komal & Associates, Delhi, ACS No. 48168, CP No. 17597), appointed as the Scrutinizer by the Board of Directors of M/s. Genus Paper & Boards Limited (herein after referred to as the "Company") vide Board Resolution dated July 31, 2018, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 7th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Saturday, September 22, 2018 at 10:00 a.m. at Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh), submit my report as under:

- (a) The Company completed the dispatch of Notice of AGM through courier or email, as the case may be on August 25, 2017.
- (b) The e-voting period remained opened from Wednesday, September 19, 2018 (9:00 a.m.) to Friday, September 21, 2018 (5:00 p.m.).
- (c) At the end of discussion on the resolutions on which voting is to be held, the Chairman at the AGM allowed voting by use of polling paper for all those members who were present at the AGM but had not casted their vote by availing the remote e-voting facility. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- (d) After the conclusion of voting at the AGM, first the votes casted at the AGM were counted and thereafter the votes casted through remote e-voting were unblocked in the presence of two witnesses not in employment of the Company. On completion of voting, Central Depository Services (India) Limited ("CDSL"), the e-voting agency provided me the list of shareholders with necessary details, who had casted their vote through remote e-voting.
- (e) The locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged, if any with the Company.
- (f) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (g) The register as prescribed under the Companies (Management and Administration) Rules, 2014 and all other papers relating to voting (including e-voting) are in my safe custody and will return to the Company in due course.
- (h) The consolidated result of e-voting and poll taken is as under: -

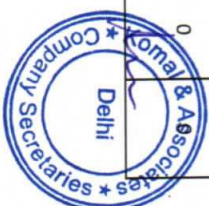
Head Office- 112 Laxmi Chamber, D- 223, Vikash Marg, Laxmi Nagar Near Metro Station Gate No 5, Delhi-92
Branch Office- 10-11, Friends Enclave, Near Best Price & Bus Stand, Zirakpur- Mohali-140603

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Genus Paper & Boards Limited
Consolidated result of votes cast through remote E-Voting and Poll at 7th AGM held on September 22, 2018 at 10:00 a.m.

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting		Poll at AGM		Total		% of total valid votes	Invalid Votes		
		No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast		No. of members votes	No. of valid votes cast	
1	Ordinary resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
2	Ordinary resolution to appoint Director in place of Shri Himanshu Agarwal (having DIN-00065185), who retires from office by rotation and, being eligible, offers himself for re-appointment	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
3	Ordinary Resolution to ratify the appointment of M/s D. Khanna & Associates, Chartered Accountants (Firm Registration No.012917N), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
4	Special Resolution to ratify the Remuneration of Cost Auditors for the FY 2018-19	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
5	Special Resolution to appoint Mr. Yash Todi as a Non-Executive Director of the Company	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
6	Special Resolution to approve transaction with Related Party under Section 188 of the Companies Act, 2013	For	55	98319898	31	72130803	86	170450701	100.00		
		Against	0	0	0	0	0	0	0.00	0	0
7	Special Resolution to approve payment of commission to the Non-Executive Director	For	51	98308648	31	72130803	82	170439451	99.99		
		Against	4	11250	0	0	4	11250	0.01	0	0
		Total	55	98319898	31	72130803	86	170450701	100.00		

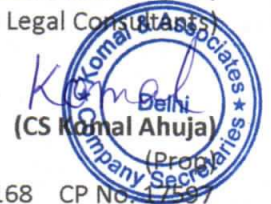


Komal & Associates

(Corporate Legal Consultants)

On the basis of the above voting details and the scrutiny of poll papers including e-voting records received, the resolutions as set out in the Notice dated July 31, 2018 of the 7th AGM of the Company have been duly passed with requisite majority. The resolutions are deemed to be passed as on the date of AGM. You may accordingly declare the results of the voting (including e-voting).

For M/s. Komal & Associates,
(Corporate Legal Consultants)



ACS No. 48168 CP No. 17597

SCRUTINIZER

Place: Delhi

Date: 22.09.2018

Head Office- 112 Laxmi Chamber, D- 223, Vikash Marg,
Laxmi Nagar Near Metro Station Gate No 5, Delhi-92
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