



Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

Genus
energizing lives

October 05, 2019

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 8th Annual General Meeting and Revised Results of E-Voting & Poll

This is to inform you that the 8th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") was held on 30th September, 2019.

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 Revised Voting Results as required under Regulation 44(3) of the Listing Regulations in the prescribed form along with Consolidated Scrutinizer Report. (Rectification in voting results is due to typographical error.)

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

Thanking you,

Yours truly

For Genus Paper & Boards Limited

Anuj Ahluwalia
Company Secretary



Encl: A/a

SUMMARY OF PROCEEDING OF THE 8TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS PAPER & BOARDS LIMITED HELD ON MONDAY, SEPTEMBER 30, 2019 FROM 10:00 A.M. TO 11:10 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 32 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 2018-19.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2019 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, 2019 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2019 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 23, 2019, to exercise their right to vote from September 27, 2019 to September 30, 2019 in proportion to their shareholding as on the cut-off date of September 23, 2019, 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, 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 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 8 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, 2019, 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, 2019, 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, 2019, 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. Ishwar Chand Agarwal (DIN: 00011152), 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 – RE-APPOINTMENT OF STATUTORY AUDITORS:

“RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment(s) thereof and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s D. Khanna & Associates (Firm Registration Number-012917N), Chartered Accountants, Jaipur, who has furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby re-appointed as the Statutory Auditors of the Company for second consecutive term to hold office from the conclusion of ensuing 08th Annual General Meeting till the conclusion of the 12th Annual General Meeting that the Board of Directors be and are hereby authorized to fix remuneration in consultation with the Auditors.”

SPECIAL BUSINESS:

ITEM NO. 04 – RE-APPOINTMENT OF RAJENDRA AGGARWAL AS AN INDEPENDENT NON EXECUTIVE DIRECTOR:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Aggarwal (DIN 07036881), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 30, 2019 up to April 29, 2024, not liable to retire by rotation.”

ITEM NO. 05- RE-APPOINTMENT OF RAMESHWAR PAREEK AS AN INDEPENDENT NON EXECUTIVE DIRECTOR:

“RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Rameshwar Pareek (DIN 00014224), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from August 01, 2019 up to July 31, 2024, not liable to retire by rotation.”



ITEM NO. 06- RE-APPOINTMENT OF UDIT AGARWAL AS AN INDEPENDENT NON EXECUTIVE DIRECTOR:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Udit Agarwal (DIN 02820615), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from August 01, 2019 up to July 31, 2024, not liable to retire by rotation."

ITEM NO. 07- APPOINTMENT OF MR. PRADEEP NARAIN TANDON AS AN INDEPENDENT NON EXECUTIVE DIRECTOR:

"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. Pradeep Narain Tandon (DIN: 08490641) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 25th June, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 8th Annual General Meeting, be and is hereby appointed as a Independent Non Executive Director of the Company for a consecutive term of 5 (five) years with effect from 25th June, 2019 to 24th June, 2024 not liable to retire by rotation."

ITEM NO. 08- TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings 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, 2019 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

MAXIMUM VALUE OF CONTRACT /TRANASACTION (PER ANNUM) WEF 1 ST APRIL, 2019						
Transactions defined u/s 188(1) of the Companies Act, 2013						
	Sale, Purchase or supply of any goods, materials	Loans & Advances	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property	
NAME OF RELATED PARTIES						
COMPANIES						
Genus Power Infrastructures Ltd	0.19	-	-	-	-	-
Yajur Commodities Ltd (Formerly Virtuous Urja Ltd)	1200.95	-	-	-	-	-
Kailash Coal & Coke Co Limited	872.12	-				
DIRECTORS / KMPs /	On actual basis,		-	On actual basis,	On	actual



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	Exempted being in the ordinary course of business and on arm's length basis			Exempted being in the ordinary course of business and on arm's length basis	basis, Exempted being in the ordinary course of business and on arm's length basis
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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 finalize any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to the this resolution.

RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 30, 2019

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

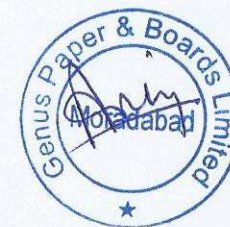
On the basis of consolidated report of the Scrutinizer on e-voting and poll at the Annual General Meeting, the Chairman announced the results of voting on September 30, 2019 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 8 of the notice of the 8th Annual General Meeting of the Company have been duly passed by the Members with requisite majority.



Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	September 30, 2019
Total number of shareholders on record date	19967
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	21
Public:	11
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, 2019, 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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	28089	0	100.00	0.00
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1044397	0	100.00	0.00
Total		257125940	117884993	45.85	117884993	0	100.00	0.00

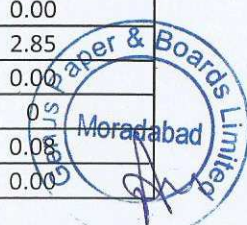


Resolution No.2 Appointment of a Director in place of Mr. Ishwar Chand Agarwal (DIN: 00011152), who retires from office by rotation and, being eligible, offers himself for re-appointment.

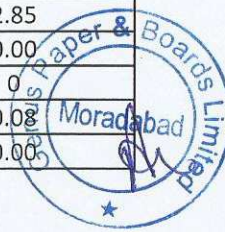
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	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	8008142	6.17	8008142	0	100.00	0.00
	Poll		67940343	52.34	67940343	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		75948485	58.51	75948485	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	0.08
Total		257125940	76992882	29.94	76992082	800	100.00	0.00

Resolution No.3 Re-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 ensuing 08th Annual General Meeting till the conclusion of the 12th 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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	0.08
Total		257125940	117884993	45.85	117884193	800	100.00	0.00

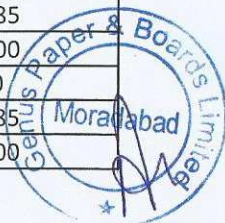


Resolution No.4	Re-appointment of Rajendra Aggarwal as an Independent Non Executive Director							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	0.08
Total		257125940	117884993	45.85	117884193	800	100.00	0.00
Resolution No.5	Re-appointment of Rameshwark Pareek as an Independent 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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	0.08
Total		257125940	117884993	45.85	117884193	800	100.00	0.00



Resolution No.6		Re-appointment of Udit Agarwal as an Independent 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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	0	97.15	0.00
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	0	99.92	0.00
Total		257125940	117884993	45.85	117884193	0	100.00	0.00

Resolution No.7		Re-appointment of Pradeep Narain Tandon as an Independent 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	34356297	26.47	34356297	0	100.00	0.00
	Poll		82484299	63.54	82484299	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		116840596	90.01	116840596	0	200.00	0.00
Public-Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	2.85
Total		257125940	117884993	45.85	117884193	800	100.00	0.00



Resolution No.8	Transaction with Related Party under Section 188 of the Companies Act, 2013							
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	9680977	7.46	9680977	0	100.00	0.00
	Poll		59514343	45.85	59514343	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69195320	53.31	69195320	0	200.00	0.00
Public- Institutions	E-Voting	242944	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	127076040	28089	0.02	27289	800	97.15	2.85
	Poll		1016308	0.80	1016308	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		1044397	0.82	1043597	800	99.92	0.08
Total		257125940	70239717	27.32	70238917	800	100.00	0.00



REPORT OF SCRUTINIZER

To,
The Chairman of 8th Annual General Meeting of the Equity Shareholders of
Genus Paper & Boards Limited held on Monday, September 30, 2019 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, 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, 2019, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 8th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Monday, September 30, 2019 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 September 5, 2019.
- (b) The e-voting period remained opened from Friday, September 27, 2019 (9:00 a.m.) to Sunday, September 29, 2019 (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. (1)
- (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: -



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, 2019 of the 8th 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 Komal & Associates
(Corporate Legal Consultants)



ACS No. 48168
CP No. 17597

Place: Delhi
Date: 30.09.2019

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

Ph. 8860674305/7015742505
Landline No-011-41060837
eskomalahuja@gmail.com

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Genus Paper & Boards Limited

Consolidated result of votes cast through remote E-Voting and Poll at 8th AGM held on September 30, 2019 at 10:00 a.m.

Item no. of Notice of AGM	Subject Matter of the Resolutions	Votes	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, 2019, together with the Reports of the Board of Directors and the Auditors thereon	For	48	34383387	32	83500607	80	117883994	100.00	0	0
		Against	0	0	0	0	0	0	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
2	Ordinary resolution to appoint Director in place of Shri Ishwar Chand Agarwal (having DIN-00011152), who retires from office by rotation and, being eligible, offers himself for re-appointment	For	34	8034432	29	68956651	63	76991083	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	36	8035232	29	68956651	65	76991883	100.00		
3	Ordinary Resolution for the re-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 ensuing 08th Annual General Meeting till the conclusion of the 12th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company	For	46	34382587	32	83500607	78	117883194	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
4	Special Resolution for re-appointment of Rajendra Aggarwal as an Independent Director Non Executive Director	For	46	34382587	32	83500607	78	117883194	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
5	Special Resolution for re-appointment of Rameshwar Pareek as an Independent Director Non Executive Director	For	46	34382587	32	83500607	78	117883194	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
6	Special Resolution for re-appointment of Udit Agarwal as an Independent Director Non Executive Director	For	46	34382587	32	83500607	78	117883194	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
7	Special Resolution for appointment of Pradeep Narain Tandon as an Independent Director Non Executive Director	For	46	34382587	32	83500607	78	117883194	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	48	34383387	32	83500607	80	117883994	100.00		
8	Special Resolution to approve transaction with Related Party under Section 188 of the Companies Act, 2013	For	37	23431523	27	60530651	64	83962174	100.00	0	0
		Against	2	800	0	0	2	800	0.00		
		Total	39	23432323	27	60530651	66	83962974	100.00		



(3)