



# Genus Paper & Boards Ltd.

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

**Genus**  
energizing lives

Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India

Ph. : +91-11-47114800, Telefax : +91-11-47114833

September 15, 2016

<b>BSE Limited</b> (Corporate Relationship Department), 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001  Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a>  Scrip Code : 538961	<b>National Stock Exchange of India Ltd.</b> (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: <a href="mailto:cc_nse@nse.co.in">cc_nse@nse.co.in</a>  Symbol : GENUSPAPER
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Dear Sir(s),

**Re: Outcome of the 5<sup>th</sup> Annual General Meeting and Results of E-Voting & Poll**

This is to inform you that the 5<sup>th</sup> Annual General Meeting ("AGM") of Genus Paper and Boards Limited ("The Company") was held on 13<sup>th</sup> September, 2016

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

1. Summary of proceedings of the AGM of the Company.
2. The Voting Results as required under Regulations 44(3) of the Listing Regulations in the prescribed formal 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 Anluwalia  
Company Secretary

Encl: A/a



**SUMMARY OF PROCEEDING OF THE 5TH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF GENUS PAPER & BOARDS LIMITED HELD ON TUESDAY, SEPTEMBER 13, 2016 FROM 04:00 P.M. TO 5:30 P.M. AT VILLAGE AGHWANPUR KANTH ROAD, MORADABAD- 244001 (UTTAR PRADESH).**

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- 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 4:00 pm. 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 33 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 2015-16.
- The Chairman informed the members that the Auditors’ Report on the accounts for the year ended March 31, 2016 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 August 12th, 2016 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2016 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 06, 2016, to exercise their right to vote from September 10, 2016 to September 12, 2016 in proportion to their shareholding as on the cut-off date of September 06, 2016, 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. M/s. Gaurav Gupta & Associates, Practicing Company Secretaries (Partner: Mr. Nishant Agarwal, FCS No.8140, CP No.7965), of Moradabad have been appointed as a 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. Mr. Nishant Agarwal 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, 2016, 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, 2016, 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, 2016, 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 – 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 4<sup>th</sup> 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 2016- 2017, 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 2016-2017.”

**SPECIAL BUSINESS:**

**ITEM NO. 04 – RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FY 2016-17**

“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 31<sup>st</sup> March, 2017.”

**ITEM NO. 05- APPOINTMENT OF MRS ANU SHARMA AS AN INDEPENDENT DIRECTOR**

“RESOLVED THAT pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 149 and 152 read with Schedule IV 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), Mrs. Anu Sharma (DIN: 7301904) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 12<sup>th</sup> October, 2015 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 5<sup>th</sup> Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”



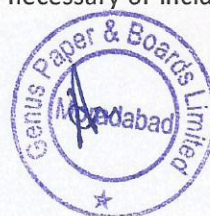


**ITEM NO. 06- TRANSACTIONS WITH RELATED PARTY UNDER SECTION 188 OF COMPANIES ACT, 2013.**

“**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 and 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 1<sup>st</sup> April, 2016 upto the maximum per annum amounts as appended below:

<b>MAXIMUM VALUE OF CONTRACT/TRANSACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL 2016</b>					
<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>					
	<b>Sale, Purchase or Supply of any goods, material</b>	<b>Selling or otherwise disposing off or buying property of any kind</b>	<b>Leasing of property of any kind</b>	<b>Availing or rendering of any services;</b>	<b>Appointment of any agent for purchase or sale of goods, material, services or Property</b>
<b>NAME OF RELATED PARTIES</b>					
<b>COMPANIES</b>					
Genus Innovation Limited	On actual basis, Exempted being in the Ordinary course of business and on arm's length basis	-	-	-	-
Genus Electrotech Limited		-	-	-	-
Kailash Coal & Coke Limited		-	-	-	-
Genus Apparels Limited		-	-	-	-
<b>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</b>	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	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- RE- APPOINTMENT OF SHRI SUYA PRAKASH SINHA AS WHOLE TIME DIRECTOR**

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Board of Directors at the board meeting held on October 12, 2015 with respect to the appointment of Mr. Surya Prakash sinha as the Director of the Company and pursuant to the provisions of Section 196, 197, 198,203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Surya Prakash Sinha (holding DIN No. 06530766) as Whole Time Director of the Company (designated as Executive Director) upon terms and conditions including remuneration as set out in the explanatory statement accompanying to the notice.

**RESOLVED FURTHER THAT** Mr. Surya Prakash Sinha shall be subject to retirement by rotation during his tenure as Whole Time Director.

**RESOLVED FURTHER THAT** Mr. Surya Prakash Sinha shall be the Key Managerial Personnel of the Company w.e.f 12<sup>th</sup> October, 2015 during his tenure as Whole Time Director of the Company in terms of Section 203 of the Companies Act, 2013

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “board”) be and is hereby authorized to vary and/or modify the terms and conditions of appointment and remuneration within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, as may be agreed between the board and Mr. Surya Prakash Sinha.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, remuneration payable to Mr. Surya Prakash Sinha shall be governed by Section II of Part II Schedule V of Companies Act, 2013, or any modification(s) thereto.

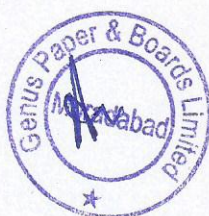
**RESOLVED FURTHER THAT** any revision in the remuneration payable to Mr. Surya Prakash Sinha shall be with the overall limits as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the board for its approval, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors to give effect to the aforesaid resolution.”

**RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 5<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 13, 2016**

Ballot boxes were 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 15, 2016 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 7 of the notice of the 5<sup>TH</sup> 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 13, 2016
Total number of shareholders on record date	16157
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	19
Public:	14
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, 2016, together with the Reports of the Board of Directors and the Auditors thereon.	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	No	Yes	No	Yes	No	Yes	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	129806754	129806754	100.00	129806754	0	100.00	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		
Public- Institutions	Total	265055	129806754	100.00	129806754	0	100.00	0.00		
	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
Public- Non Institutions	Postal Ballot (if applicable)	127054131	0	0.00	0	0	0.00	0.00		
	Total		0	0.00	0	0	0.00	0.00		
	E-Voting		216990	0.17	216990	0	100.00	0.00		
Total	Poll	257125940	4751	0.00	4751	0	100.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0	0		
	Total		221741	0.17	221741	0	100.00	0.00		
			130028495	50.57	130028495	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? No

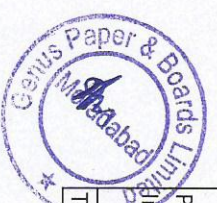
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129806754	129806754	100.00	129806754	0	100.00	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
Public- Non Institutions	E-Voting	265055	216990	0.00	216990	0	100.00	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	E-Voting	127054131	130028495	0.17	216990	0	100.00	0.00
	Poll		4751	0.00	4751	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
Total		257125940	130028495	0.17	221741	0	100.00	0.00
			221741	0.17	221741	0	100.00	0.00
			130028495	50.57	130028495	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	129806754	129806754	100.00	129806754	0	100.00	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
Public- Non Institutions	E-Voting	265055	216990	0.00	216990	0	100.00	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
Public- Non Institutions	E-Voting	127054131	221741	0.00	216990	0	100.00	0.00
	Poll		4751	0.00	4751	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
Total		257125940	130028495	0.17	221741	0	100.00	0.00
			221741	0.17	221741	0	100.00	0.00
			130028495	50.57	130028495	0	100.00	0.00





**Resolution No.4 Ratification of Remuneration of Cost Auditors for the FY 2016-17.**

Resolution No.4	Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Special			
Category	Mode of Voting	No. of shares held (1)	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 Poll Postal Ballot (if applicable) Total	129806754	129806754 0 0 129806754	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public- Institutions	E-Voting Poll Postal Ballot (if applicable) Total	265055	0 0 0 0	0 0 0 0	0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	127054131	216990 4751 0 221741	0 0 0 0	0.17 0.00 0.00 0.17	0.00 0.00 0.00 0.00
Total		257125940	130028495	0	50.57	0.00
<b>Resolution No.5</b>	<b>Appointment of Mrs. Anu Sharma as an Independent Director.</b>					
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 – 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 Poll Postal Ballot (if applicable) Total	129806754	129806754 0 0 129806754	0 0 0 0	100.00 0.00 0.00 100.00	0.00 0.00 0.00 0.00
Public- Institutions	E-Voting Poll Postal Ballot (if applicable) Total	265055	0 0 0 0	0 0 0 0	0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable) Total	127054131	216990 4751 0 221741	0 0 0 0	0.17 0.00 0.00 0.17	0.00 0.00 0.00 0.00
Total		257125940	130028495	0	50.57	0.00



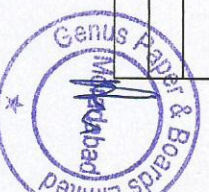


**Resolution No.6 Transaction with Related Party under Section 188 of the Companies Act, 2013.**

Resolution No.6		Transaction with Related Party under Section 188 of the Companies Act, 2013.				
Resolution required: (Ordinary/ Special)						
Whether promoter/ promoter group are interested in the agenda/resolution?						
		Yes	Special			
Category	Mode of Voting	No. of shares held (1)	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	129806754	129806754	0	100.00	0.00
	Poll	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0.00	0.00
Public- Institutions	Total	129806754	129806754	0	100.00	0.00
	E-Voting	0	0	0	0.00	0.00
	Poll	0	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0	0.00	0.00
	Total	0	0	0	0.00	0.00
	E-Voting	216990	216990	0	100.00	0.00
Public- Non Institutions	Poll	4751	4751	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0	0.00	0.00
	Total	221741	221741	0	100.00	0.00
Total		257125940	130028495	0	100.00	0.00

**Resolution No.7 Re-appointment of Shri Surya Prakash Sinha as Whole Time Director.**

Resolution No.7		Re-appointment of Shri Surya Prakash Sinha as Whole Time Director.				
Resolution required: (Ordinary/ Special)						
Whether promoter/ promoter group are interested in the agenda/resolution?						
		Yes	Special			
Category	Mode of Voting	No. of shares held (1)	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	129806754	129806754	0	100.00	0.00
	Poll	0	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0	0.00	0.00
Public- Institutions	Total	129806754	129806754	0	100.00	0.00
	E-Voting	0	0	0	0.00	0.00
	Poll	0	0	0	0.00	0.00
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0	0.00	0.00
	Total	0	0	0	0.00	0.00
	E-Voting	216990	216990	0	100.00	0.00
Public- Non Institutions	Poll	4751	4751	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0	0.00	0.00
	Total	221741	221741	0	100.00	0.00
Total		257125940	130028495	0	100.00	0.00







## REPORT OF SCRUTINIZER

To,  
The Chairman of 5<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Genus Paper & Boards Limited held on Tuesday, September 13, 2016 at 4:00 p.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]**

We, M/s. Gaurav Gupta & Associates, Moradabad, Practising Company Secretaries (Partner: Mr. Nishant Agarwal, FCS No. 8140, CP No.7965), 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 August 12, 2016, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 5<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Tuesday, September 13, 2016 at 4:00 p.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 18, 2016.
- (b) The e-voting period remained opened from Saturday, September 10, 2016 (9:00 a.m.) to Monday, September 12, 2016 (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: -



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**Genus Paper & Boards Limited**

**Consolidated result of votes cast through remote E-Voting and Poll at 5th AGM held on September 13, 2016 at 4:00 p.m.**

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting			Poll at AGM			Total			No. of Invalid Votes	No. of valid votes cast
		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	% of total valid votes			
1	Ordinary resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon	For	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	
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	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	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	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	
4	Special Resolution to ratify the Remuneration of Cost Auditors for the FY 2016-17	For	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	
5	Special Resolution to appoint Mrs. Anu Sharma as an Independent Director	For	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	
6	Special Resolution to approve transaction with Related Party under Section 188 of the Companies Act, 2013	For	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	
7	Special Resolution to re-appoint Shri Surya Prakash Sinha as Whole Time Director	For	64	130023744	13	4751	77	130028495	100.00	0	0	
		Against	0	0	0	0	0	0	0.00	0	0	
		Total	64	130023744	13	4751	77	130028495	100.00	0	0	





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 August 12, 2016 of the 5<sup>th</sup> 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. Gaurav Gupta & Associates,  
(Practising Company Secretaries)



(CS Nishant Agarwal)  
(Partner)

FCS No. 8140 CP No. 7965

SCRUTINIZER

Place: Moradabad

Date: 15.09.2016