



GENUS PAPER & BOARDS LIMITED

(CIN: L21098UP2012PLC048300)

Regd. Office: Vill. Aghwanpur, Kanth Road, Moradabad-244001 (U.P.)
Corporate Office: D-116, Okhla Industrial Area, Phase-I, New Delhi-110020
Phone: 0591-2511171, **Fax:** 0591-2511242,
Website: www.genuspaper.com, **Email:** cs@genuspaper.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Genus Paper & Boards Limited will be held on Thursday, the 28th day of May, 2015 at 12.30 p.m. at the Registered Office of the Company at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh to transact the following special business :-

Item No. : 1 Appointment of Statutory Auditors to fill casual vacancy

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. D. Khanna & Associates, Chartered Accountants, Jaipur be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pradeep Hari & Co., Chartered Accountants, Moradabad (Proprietor-Mr. Pradeep Kapoor).

RESOLVED FURTHER THAT M/s. D. Khanna & Associates, Chartered Accountants, Jaipur (ICAI Regn. No-012917N) be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the period ended 31st March, 2015 on such remuneration as may be fixed by the Audit Committee of the Board in consultation with the Auditors.”

Registered Office:

Village Aghwanpur, Kanth Road,
Moradabad-244001 (U.P.)

**By Order of the Board
for Genus Paper & Boards Limited**

Sd/-

Place: Moradabad

Date: 29th April, 2015

Ankit Agarwal
Company Secretary

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting (“EGM”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. A blank proxy form is being sent herewith.
3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
4. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM.

5. Members / proxies are requested to bring their duly filled attendance slip sent herewith at the meeting and hand it over at the entrance of the meeting hall duly signed.
6. The Company is pleased to provide the facility for voting by members by electronic means and the business of the meeting may be transacted through electronic voting system. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the facility of electronic voting ('e-voting') in respect of the resolutions proposed at this EGM. The Board of Directors of the Company has appointed Mr. Nishant Agarwal, Practicing Company Secretary (COP-21943), of M/s Gaurav Gupta & Associates, Moradabad, as the scrutinizer for this purpose.
7. Members who do not have access to e-voting facility or are not able to vote physically at EGM, may cast vote through Ballot Form send herewith. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Wednesday, May 27, 2015 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
8. Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date of May 21, 2015, shall be eligible to cast vote either through remote e-voting or in the EGM.
9. Members attending the meeting who have not cast their vote by remote e-voting (i.e. casting votes by a member using electronic voting system from a place other than venue of extraordinary general meeting) shall have the facility of voting, either through ballot or polling paper, at the venue of meeting.
10. Members who have cast their votes by remote e-voting prior to the EGM, may also attend the meeting but shall not be entitled to cast their vote again.
11. Notice of the EGM along with attendance slip, proxy form, Ballot Form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
12. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut off date i.e. May 21, 2015, are requested to send the written / email communication to the Company at cs@genuspaper.com by mentioning their Folio No. / DP ID and Client ID No to obtain the Log-in ID and Password for e-voting.
13. All the relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the business hours on all working days between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.

Instructions for E-Voting:

- A. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means as an alternative to vote physically at the EGM, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- B. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:
- C. **The instructions for shareholders voting electronically are as under:**
 - (i) The e-voting period begins on Monday, the 25th day of May, 2015 at 10.00 A.M. and ends on Wednesday, 27th day of May, 2015 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of May 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.

- (iv) Now Enter your User ID :
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**GENUS PAPER AND BOARDS LIMITED**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- D. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, through e-mail at gauravgupta_associates@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before **May 27, 2015, upto 5 pm.** without which the vote shall not be treated as valid.
- E. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of May 21, 2015.
- G. Shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or e-voting. If any shareholder opts for e-voting, he will not be eligible to vote physically in EGM.
- H. The notice of EGM will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on April 24, 2015. Investors who became members of the Company subsequent to the dispatch of the Notice / email and holds the shares as on the cut off date i.e. May 21, 2015, are requested to send the written / email communication to the Company at cs@genuspaper.com by mentioning their Folio No. / DP ID and Client ID No to obtain the Log-in ID and Password for e-voting.
- I. The shareholders shall have one vote per equity share held by them as on the cut-off date of May 21, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- J. Mr. Nishant Agarwal (COP No-21943), Practicing Company Secretary, of M/s Gaurav Gupta & Associates, Moradabad has been appointed as Scrutinizer to scrutinize the e-voting and voting process in a fair and transparent manner.
- K. The scrutinizer shall within a period of not exceeding three (3) days from the conclusion of EGM unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorised by him in writing.
- L. The result shall be declared on or after the EGM. The results along with the scrutinizer's report shall also be placed on the Company's website www.genuspaper.com and on the website of CDSL forthwith after the declaration of results. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
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Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 1

In terms of Clause 41 of the Listing Agreement with Stock Exchanges where the shares of the Company are listed, audit of listed companies shall be carried out by the auditors who have undergone Peer Review Process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of ICAI.

The existing statutory auditors of the company, M/s Pradeep Hari & Co. Chartered Accountants (Proprietor-Mr. Pradeep Kapoor) vide a letter dated 24th April, 2015 has informed the company that we are in the process of peer review of ICAI and it may take longer time to get the desired certificate, so we resigns from the position of statutory auditor of the Company with immediate effect. Due to the said resignation, a casual vacancy in the office of Statutory Auditors of the company has caused as envisaged by section 139 of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 and rules made thereunder, a casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board, on the basis of the recommendation of the Audit Committee of the Board of the Company, proposes that M/s. D. Khanna & Associates, Chartered Accountants, Jaipur (ICAI Regn. No.-012917N), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pradeep Hari & Co., Chartered Accountants, Moradabad (Proprietor-Mr. Pradeep Kapoor), subject to approval of the shareholders of the company and other concerned authorities as applicable.

M/s. D. Khanna & Associates, Chartered Accountants, Jaipur, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. They have also confirmed that they have undergone the peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.

Accordingly, Ordinary Resolution at Item no. 1 of the accompanying notice is recommended for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:

Village Aghwanpur, Kanth Road,
Moradabad-244001 (U.P.)

Place: Moradabad

Date: 29th April, 2015

By Order of the Board
for Genus Paper & Boards Limited

Sd/-

Ankit Agarwal
Company Secretary



GENUS PAPER & BOARDS LIMITED

CIN : L21098UP2012PLC048300

Regd. Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh

Phone: 0591-2511171 Fax: 0591-2511242

Website: www.genuspaper.com Email: cs@genuspaper.com

Sr. No.....

ATTENDANCE SLIP

Extra Ordinary General Meeting, Thursday, the 28th day of May, 2015

At 12.30 p.m.

At Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the EXTRAORDINARY GENERAL MEETING of the Company to be held at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh on Thursday, 28th May, 2015 at 12.30 p.m.

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID (BO-ID or Folio No. As per Note No. C- (iv) of the Notice)	PERMANENT ACCOUNT NUMBER (Original (PAN) / As per Note No. C- (vii) of the Notice)
150502007		

Notes: 1) Each equity share of the Company carries one vote.
2) During the e-voting period, members of the company holding shares as on the cut-off date may cast their vote electronically. The Cut-off Date for the purpose of e-voting is 21st May, 2015. Please read the instruction for e-voting carefully before voting electronically.



Form No. MGT-11
Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L21098UP2012PLC048300

Name of the Company: GENUS PAPER & BOARDS LIMITED

Registered Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh

Phone: 0591-2511171 **Fax:** 0591-2511242

Website: www.genuspaper.com **Email:** cs@genuspaper.com

Name of the member(s)	
Registered address	
E-mail ID	
Folio No. / *Client ID	
*DP ID	

**Applicable for Investors holding shares in demat form.*

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name :	Address :
	E-mail ID :	Signature :

Or falling him

2.	Name :	Address :
	E-mail ID :	Signature :

Or falling him

3.	Name :	Address :
	E-mail ID :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Thursday the 28th May, 2015 at 12.30 pm at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

**** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-**

Item No.	Resolution(s)	For	Against
1.	Appointment of Statutory Auditors to fill casual vacancy		

Signed this day of 2015.

Signature of Shareholder:

Signature of Proxy holder(s):

Affix
Re l
Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.***
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. *****This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.***
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

