



Genus Paper & Boards Ltd.

Genus
energizing lives

(A Kailash Group Company)

Regd. Off. & Works : Kanth Road, Aghwanpur, Moradabad-244001 (U.P.)

Ph. : +91-591-2511171, 09837075702/3 Fax : +91-591-2511242 E-mail : admin@genuspaper.com

September 28, 2015

To, The Manager, (Corporate Relationship Department), BSE Limited, 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Fax No.: 022-22723719 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	To, The Manager, (Listing & Corporate Communications), National Stock Exchange of India Ltd., 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	To, Central Depository Services (India) Limited (E-Voting Division) 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 Tel No. 022-22723333 Email : helpdesk.evoting@cdslindia.com Entity ID : 77535
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**Sub: i)- Outcome of 04th Annual General Meeting held on September 26, 2015; and
ii)- Combined Scrutinizer's Report - E-voting & Poll**

Dear Sir,

This is with reference to the approval of the Shareholders of Genus Paper & Boards Limited sought by way of passing the Resolution(s) by means of e-voting at the 04th Annual General Meeting held on September 26, 2015 vide Notice dated August 14, 2015, in terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement.

Based on the Scrutinizer's Report on the remote E-voting & Poll at 04th Annual General Meeting of the Company, the Chairman has declared the results of E-voting including poll, on September 28, 2015 at the Registered Office of the Company. **A copy of the combined scrutinizer's report on the results of voting through E-voting & Poll is enclosed herewith.**

Accordingly, pursuant to Clause 31 of the Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other provisions as applicable, we wish to inform you that Shareholders at the 04th Annual General Meeting (AGM) of the Company held on 26th September, 2015 have approved and passed the following resolution(s) through e-voting and poll with requisite majority:-

1. Adoption of Audited Standalone and Consolidated Financial Statements for the FY ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.

For Genus Paper & Boards Ltd.

Company Secretary

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

Tel. : +91-11-47114800 Fax : +91-11-47114833, E-mail : operation@genuspaper.com, purchase@genuspaper.com

CIN No : L21098UP2012PLC048300



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2. Re-appointment of retiring director - Mr. Himanshu Agarwal.
3. Appointment of M/s D. Khanna & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this 04th Annual General Meeting till the conclusion of 08th Annual General Meeting and authorization to the Board to fix their remuneration.
4. Ratification of remuneration of M/s M. K. Singhal & Co., Cost Accountants, as Cost Auditors for FY 2015-16.
5. Appointment of Mrs. Richa Jasrapuria as Director of the Company, liable to retire by rotation.
6. Appointment of Mr. Rajendra Aggarwal as Independent Non Executive Director of the Company for a term of 5 (five) consecutive years.
7. Approval of Transactions with related party u/s 188 of the Companies Act, 2013.
8. Approval of revision in remuneration of Shri Kailash Chandra Agarwal, Managing Director & CEO of the Company.

This is for your kind information and records please.

Thanking you.

Yours faithfully,
For **Genus Paper & Boards Limited**
For Genus Paper & Boards Ltd.


Director / Company Secretary

Encl. as above

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

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CIN No : L21098UP2012PLC048300

**SCRUTINIZER REPORT – COMBINED
(ON E-VOTING & POLL)**

To,

The Chairman

04th Annual General Meeting of **GENUS PAPER & BOARDS LIMITED**
Moradabad-244001
(Uttar Pradesh)

Ref. : 04th Annual General Meeting (AGM) of the Equity Shareholders of GENUS PAPER & BOARDS LIMITED held on 26th September, 2015 at 4:30 P.M at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh.

Sub. : Combined Scrutinizer's Report on E-voting & Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21(1) of the Companies (Management and Administration) Rules, 2014 as amended.

Dear Sir,

I, Nishant Agarwal (Membership No.- FCS 8140 and C.P. No.-7965), Partner of M/s Gaurav Gupta & Associates, Practicing Company Secretary, Moradabad have been appointed as the Scrutinizer, for the purpose of scrutinizing the remote E-voting process and the Poll process at 04th Annual General Meeting (AGM) of the Company (including the Ballot Papers, if any, received pursuant to Clause 35B of the Listing Agreement) and submitting a combined report thereon, pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21(1) of the Companies (Management and Administration) Rules, 2014 as amended.



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Ram Bhawan, 36- Deputy Gunj,
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The Management is responsible to ensure the compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement relating to voting through electronic means on the resolutions as set out in the Notice of AGM dated 14th August, 2015. My responsibility as a Scrutinizer is limited to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the report of poll and report generated from the e-voting system provided by the Central Depository Services (India) Limited ("the CDSL"), the authorised agency engaged by the Company to provide e-voting facility to the shareholders of the Company.

I submit my report as under:-

1. The Company has completed the dispatch of Notice through Courier on September 02, 2015 and by e-mail on September 03, 2015 to the Members, whose names appeared on the Register of Members/ List of Beneficiaries as on August 14, 2015.
2. The remote E-voting facility remained open from Wednesday, 23rd September, 2015 (10:00 a.m. IST) to Friday, 25th September, 2015 (5:00 p.m. IST) and thereafter the remote e-voting facility was blocked.
3. The Shareholders holding shares as on the "cut-off" date i.e. 19th September, 2015 were entitled to vote on the proposed resolution(s) as set out at Item nos. 1 to 8 in the Notice of the said AGM of the Company.
4. The Company has also released an advertisement on Friday, September 04, 2015 and Saturday, September 05, 2015 in "The Business Standard" newspaper' one in English language and one in vernacular language (Hindi), informing about the e-voting facility to the shareholders and other related matters thereto as prescribed.



5. The Members who were unable to access remote e-voting facility, pursuant to Clause 35B of the Listing Agreement, were provided an option to cast vote by sending the duly completed Ballot Paper to the Scrutinizer. The last date and time to receive duly completed ballot papers by the Scrutinizer was on or before the conclusion of said AGM. No Ballot form was received by me to the last date and time fixed in regard.
6. After the time fixed for closing of the poll by the Chairman, one Ballot box was locked in my presence with due identification mark placed by me.
7. The locked Ballot box was subsequently opened in my presence and in the presence of two witness and the votes cast through polling paper were counted by me.
8. The Polling papers were duly reconciled with the records provided by the Company/ Registrar and Transfer Agent of the Company (Niche Technologies Private Limited, Kolkata) and the authorizations/proxies lodged with the Company.
9. The Ballot forms were opened and votes cast through e-voting system were unblocked on 27th September, 2015 in the presence of two witnesses not in the employment of the company viz. Ms. Aditi Rastogi and Ms. Suman Saini. They have signed below in confirmation to the effect.

Witness: 1 (Ms. Aditi Rastogi)

Aditi Rastogi

Witness: 2 (Ms. Suman Saini)

Suman Saini

10. Thereafter Ballot papers were sorted out as to voted "FOR" and "AGAINST" besides segregating the invalid votes and the details containing, inter-alia, list of equity shareholders, who voted "FOR" and "AGAINST", on the resolution that was put to vote, were downloaded from the e-voting website of CDSL (www.evotingindia.com).



11. The results of remote E-voting and Poll at said AGM is as under:

Resolution No 1 : Ordinary Resolution

To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the report of Auditors thereon.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	0	0	0	0	0	0	-
2	Total Valid Votes Cast	57	69463295	10	60611227	67	130074522	-
3	Total Valid Votes Cast "FOR" Resolution	56	69463195	10	60611227	66	130074422	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %

*%age reckoned to total valid votes cast through e-voting and poll.

Resolution No 2 : Ordinary Resolution

To appoint a Director in place of Shri Himanshu Agarwal (having DIN-00065185), who retires by rotation and being eligible, offers himself for re-appointment.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	4	8536136	0	0	4	8536136	-
2	Total Valid Votes Cast	53	60927159	10	60611227	63	121538386	-
3	Total Valid Votes Cast "FOR" Resolution	52	60927059	10	60611227	62	121538286	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %



Resolution No 3 : Ordinary Resolution

To appoint M/s D. Khanna & Associates (Firm Registration Number-012917N), Chartered Accountants, Jaipur as the Statutory Auditors of the Company to hold office from the conclusion of ensuing 04th Annual General Meeting till the conclusion of the 08th Annual General Meeting subject to ratification of appointment by the members at every Annual General Meeting and authorise the Board of Directors to fix remuneration in consultation with the Auditors.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid /Abstain Votes	0	0	0	0	0	0	-
2	Total Valid Votes Cast	57	69463295	10	60611227	67	130074522	-
3	Total Valid Votes Cast "FOR" Resolution	56	69463195	10	60611227	66	130074422	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %

*%age reckoned to total valid votes cast through e-voting and poll.

Resolution No 4 : Ordinary Resolution

Ratification of remuneration of M/s. M. K. Singhal & Co., Cost Accountants, Modinagar, (Firm Registration No. 00074) as Cost Auditors for the FY 2015-16

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	0	0	0	0	0	0	-
2	Total Valid Votes Cast	57	69463295	10	60611227	67	130074522	-
3	Total Valid Votes Cast "FOR" Resolution	57	69463295	10	60611227	67	130074522	100.00 %
4	Total Valid Votes Cast "AGAINST" Resolution	0	0	0	0	0	0	0.00%

*%age reckoned to total valid votes cast through e-voting and poll.



Resolution No 5 : Ordinary Resolution

Appointment of Mrs. Richa Jasrapuria (DIN-02097581) as a Director of the Company, liable to retire by rotation.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	1	2301836	0	0	1	2301836	-
2	Total Valid Votes Cast	56	67161459	10	60611227	66	127772686	-
3	Total Valid Votes Cast "FOR" Resolution	55	67161359	10	60611227	65	127772586	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %

*%age reckoned to total valid votes cast through e-voting and poll.

Resolution No 6 : Ordinary Resolution

Appointment of Mr. Rajendra Aggarwal (DIN-07036881) as an Independent Non Executive Director for a term of 5 (five) consecutive years.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	0	0	0	0	0	0	-
2	Total Valid Votes Cast	57	69463295	10	60611227	67	130074522	-
3	Total Valid Votes Cast "FOR" Resolution	56	69463195	10	60611227	66	130074422	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %

*%age reckoned to total valid votes cast through e-voting and poll.



Resolution No 7 : Special Resolution

Transaction with related party under section 188 of the Companies Act 2013.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	17	47229097	2	8426000	19	55655097	-
2	Total Valid Votes Cast	40	22234198	8	52185227	48	74419425	-
3	Total Valid Votes Cast "FOR" Resolution	39	22234098	8	52185227	47	74419325	99.9999 %
4	Total Valid Votes Cast "AGAINST" Resolution	1	100	0	0	1	100	0.0001 %

*%age reckoned to total valid votes cast through e-voting and poll.

Resolution No 8 : Special Resolution

Revision in the remuneration of Shri Kailash Chandra Agarwal, Managing Director & CEO of the Company.

S. No.	Description	Voting Electronically (Remote E-voting)		Voting through Poll		Aggregate Voting		
		Number of Members / E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members / E-voters / Proxies	Number of Votes	%*
1	Total Votes Cast	57	69463295	10	60611227	67	130074522	-
	Less: Invalid / Abstain Votes	9	33212441	0	0	9	33212441	-
2	Total Valid Votes Cast	48	36250854	10	60611227	58	96862081	-
3	Total Valid Votes Cast "FOR" Resolution	46	36250704	10	60611227	56	96861931	99.9998 %
4	Total Valid Votes Cast "AGAINST" Resolution	2	150	0	0	2	150	0.0002 %

*%age reckoned to total valid votes cast through e-voting and poll.



On the basis of the above, I report that the Resolution Nos. 1 to 8 as set out in the Notice of said AGM of the Company have been passed with requisite majority. You may accordingly declare the results of the voting by electronic means and poll.

I hereby confirm that I am maintaining a Register having the particulars as prescribed to record the assent or dissent of the members in electronic mode. The Register and all other papers relating to voting through remote e-voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company.

Thanking you,

Yours faithfully,

for Gaurav Gupta & Associates

Company Secretaries

Nishant Agarwal

(Partner)

CP No.7965

Membership No : FCS 8140



Date: 28th September, 2015
Place: Moradabad

Countersigned by the Chairman of the said Meeting, Mr. Himanshu Agarwal (DIN-00065185)