



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 21, 2017

BSE Limited

(Corporate Relationship Department),
1st 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

Dear Sir(s),

Re: Outcome of the 6th Annual General Meeting and Results of E-Voting & Poll

This is to inform you that the 6th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") was held on 21st September, 2017.

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

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

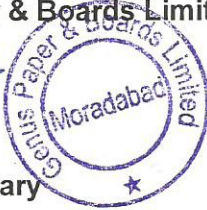
You are requested to take the aforesaid on record and oblige.

Thanking you,

Yours truly

For Genus Paper & Boards Limited

Anuj Ahluwalia
Company Secretary



Encl: A/a

SUMMARY OF PROCEEDING OF THE 6TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF GENUS PAPER & BOARDS LIMITED HELD ON THURSDAY, SEPTEMBER 21, 2017 FROM 10:00 A.M. TO 11:30 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 2016-17.
- The Chairman informed the members that the Auditors' Report on the accounts for the year ended March 31, 2017 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 25th, 2017 convening the AGM were taken as read. The audited financial statements for the year ended March 31, 2017 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 14, 2017, to exercise their right to vote from September 18, 2017 to September 20, 2017 in proportion to their shareholding as on the cut-off date of September 14, 2017, 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. Mr. Nishant Agarwal (Partner of M/s. Gaurav Gupta & Associates, Moradabad, Practicing Company Secretaries, FCS No.8140, CP No.7965) 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. 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 9 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, 2017, 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, 2017, 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, 2017, 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. Surya Prakash Sinha (DIN: 06530766), a director retiring by rotation and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company.”

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at 4th Annual General Meeting held on September 26, 2015, the appointment of M/S D. Khanna & Associates (ICAI Firm Registration No. 012917N) Chartered Accountants, Jaipur, as the Statutory Auditor of the Company for the Financial Year 2017- 2018, 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 2017-2018.”

SPECIAL BUSINESS:

ITEM NO. 04 – RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FY 2017-18:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force) and as recommended by the audit committee, the Company hereby ratifies the remuneration of Rs. 60,000 /- (Rupees Sixty Thousand) plus out of- pocket expenses payable to M/s. M.K. Singhal & Co., Cost Accountants, Modinagar, (Firm Registration No. 00074) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2018.”

ITEM NO. 05- APPROVAL OF NEW SET OF ARTICLES OF ASSOCIATION:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Shareholders of the Company, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”



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 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, 2017 upto the maximum per annum amounts as appended below:

MAXIMUM VALUE OF CONTRACT/TRANSACTION (PER ANNUM) WEF 1 ST APRIL 2017					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or Supply of any goods, material	Selling or otherwise disposing off or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, material, services or Property
NAME OF RELATED PARTIES					
COMPANIES					
Genus Innovation Limited	On actual basis, Exempted being in the Ordinary course of business and on arm's length basis	-	-	-	-
Genus Power Infrastructures Limited		-	-	-	-
Yajur Commodities Ltd (Formerly Gulshan Chemfill Limited)					
Genus Electrotech Limited		-	-	-	-
Kailash Coal & Coke Limited		-	-	-	-
Genus Apparels Limited		-	-	-	-
DIRECTORS/ KMP/ RELATIVES OF DIRECTORS AND KMPs/ OTHER FIRMS AND COMPANIES in which directors have some interest as per provisions of Section 2(76) of the Companies	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



Act, 2013					
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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 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 KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 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 Kailash Chandra Agarwal (holding DIN No. 00895365) as Managing Director & CEO of the Company upon terms and conditions including remuneration as set out in the explanatory statement accompanying to the notice.

RESOLVED FURTHER THAT Shri Kailash Chandra Agarwal shall be the Key Managerial Personnel of the Company w.e.f. 01st August, 2017 during his tenure as Managing 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') and/or any committee thereof 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 Shri Kailash Chandra Agarwal.

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 Shri Kailash Chandra Agarwal shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

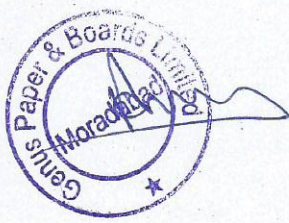
RESOLVED FURTHER THAT any revision in the remuneration payable to Shri Kailash Chandra Agarwal shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the board for its approval, from time to time.

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 powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

ITEM NO. 08- RE- APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 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 members of the Company be and is hereby accorded to the re-appointment of Shri Himanshu Agarwal (holding DIN No. 00065185) 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 Shri Himanshu Agarwal shall be the Key Managerial Personnel of the Company w.e.f. 01st August, 2017 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 Shri Himanshu Agarwal.

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 Shri Himanshu Agarwal shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

RESOLVED FURTHER THAT any revision in the remuneration payable to Shri Himanshu Agarwal shall be within 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 powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

ITEM NO. 09- AUTHORISATION TO THE BOARD FOR INVESTMENT AND TO PROVIDE INTER-CORPORATE LOANS, GUARANTEE, SECURITY, ETC:

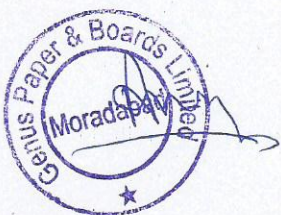
"RESOLVED THAT subject to the provisions of Section 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof), consent of the members be and is hereby accorded to the Board of Directors for making investment and acquiring by way of subscription, purchase or otherwise, securities of any other body corporate and giving loans, guarantee, or providing security by way of hypothecation/mortgage and/or charge over its all properties and assets including all present and future movable or immovable wherever situate, on such terms as they in their absolute discretion deem beneficial and in the interest of the Company, in connection with loan made by any other person to, or to any other person by, any Body Corporate provided the aggregate of guarantee so given or security so provided and outstanding at any time shall not exceed Rs. 200.00 crores [Rs.Two Hundred Crores Only].

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such other acts, deeds, matters and things which are necessary, consequential or incidental thereto to give effect to the above resolution."

RESULTS OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE 6TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, SEPTEMBER 21, 2017

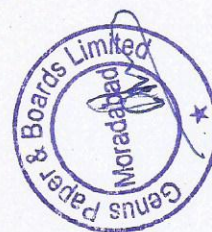
Ballot box was opened in presence of two members as witnesses. Counting of Ballot papers was made for the results.

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 21, 2017 that all the Resolutions for the Ordinary and Special businesses as set out in item no.1 to 9 of the notice of the 6th Annual General Meeting of the Company have been duly passed by the Members with requisite majority.



Date of the AGM/EGM	September 21, 2017
Total number of shareholders on record date	15846
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	19
Public:	13
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017, 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?									
Ordinary									
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 (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		44064431	33.95	44064431	0	100.00	0.00	
	Poll		77470273	59.68	77470273	0	100.00	0.00	
	Postal Ballot (if applicable)	129806754	0	0.00	0	0	0.00	0.00	
	Total		121534704	93.63	121534704	0	200.00	0.00	
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	225164	0	0.00	0	0	0.00	0.00	
	Total		0	0.00	0	0	0.00	0.00	
Public- Non Institutions	E-Voting		49259	0.04	49259	0	100.00	0.00	
	Poll		7595	0.01	7595	0	100.00	0.00	
	Postal Ballot (if applicable)	124239693	0	0.00	0	0	0	0	
	Total		56854	0.05	56854	0	100.00	0.00	
Total		254271611	121591558	47.82	121591558	0	100.00	0.00	

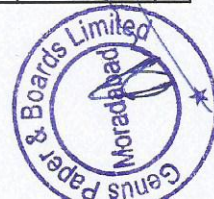


Resolution No.2 Appointment of a Director in place of Mr. Surya Prakash Sinha (DIN: 06530766), who retires from office by rotation and, being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
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		44064431	33.95	44064431	0	100.00	0.00	
	Poll		77470273	59.68	77470273	0	0.00	0.00	
	Postal Ballot (if applicable)	129806754	0	0.00	0	0	0.00	0.00	
	Total		121534704	93.63	121534704	0	100.00	0.00	
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	225164	0	0.00	0	0	0.00	0.00	
	Total		0	0.00	0	0	0.00	0.00	
Public- Non Institutions	E-Voting		49259	0.04	49259	0	100.00	0.00	
	Poll		7595	0.01	7595	0	100.00	0.00	
	Postal Ballot (if applicable)	124239693	0	0.00	0	0	0	0	
	Total		56854	0.05	56854	0	100.00	0.00	
Total		254271611	121591558	47.82	121591558	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)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Ordinary									
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		44064431	33.95	44064431	0	100.00	0.00	
	Poll		77470273	59.68	77470273	0	0.00	0.00	
	Postal Ballot (if applicable)	129806754	0	0.00	0	0	0.00	0.00	
	Total		121534704	93.63	121534704	0	100.00	0.00	
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	225164	0	0.00	0	0	0.00	0.00	
	Total		0	0.00	0	0	0.00	0.00	
Public- Non Institutions	E-Voting		49259	0.04	49259	0	100.00	0.00	
	Poll		7595	0.01	7595	0	100.00	0.00	
	Postal Ballot (if applicable)	124239693	0	0.00	0	0	0	0	
	Total		56854	0.05	56854	0	100.00	0.00	
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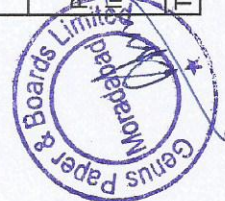


Ratification of Remuneration of Cost Auditors for the FY 2017-18.

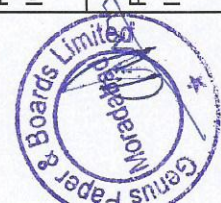
No.4	Ordinary									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – 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		44064431	33.95	44064431	0	100.00	0.00		
	Poll	129806754	77470273	59.68	77470273	0	0.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00			
	Total		121534704	93.63	121534704	0	100.00	0.00		
Public-Institutions	E-Voting	225164	0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0.00	0.00			
	Postal Ballot (if applicable)		0	0.00	0	0.00	0.00			
	Total		0	0.00	0	0.00	0.00			
Public- Non Institutions	E-Voting	124239693	49259	0.04	49259	0	100.00	0.00		
	Poll		7595	0.01	7595	0	100.00	0.00		
	Postal Ballot (if applicable)		0	0.00	0	0	0	0		
	Total		56854	0.05	56854	0	100.00	0.00		
Total		254271611	121591558	47.82	121591558	0	100.00	0.00		

Approval of New Set of Articles of Association.

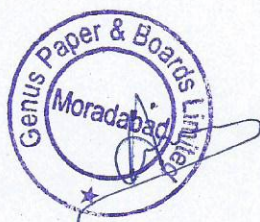
No.5	Special									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – 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		
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	Poll		77470273	59.68	77470273	0	0.00	0.00		
	Postal Ballot (if applicable)	129806754	0	0.00	0	0	0.00	0.00		
	Total		121534704	93.63	121534704	0	100.00	0.00		
Public-Institutions	E-Voting		0	0.00	0	0	0.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot (if applicable)	225164	0	0.00	0	0	0.00	0.00		
	Total		0	0.00	0	0	0.00	0.00		
Public- Non Institutions	E-Voting		49259	0.04	49259	0	100.00	0.00		
	Poll		7595	0.01	7595	0	100.00	0.00		
	Postal Ballot (if applicable)	124239693	0	0.00	0	0	0	0		
	Total		56854	0.05	56854	0	100.00	0.00		
Total		254271611	121591558	47.82	121591558	0	100.00	0.00		



Transaction with Related Party under Section 188 of the Companies Act, 2013.										
Resolution No.6	Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	Special	
Yes										
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	129806754	44064431 77470273 0 121534704	33.95 59.68 0.00 93.63	44064431 77470273 0 121534704	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	225164	0 0 0 0	0.00 0.00 0.00 0.00	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	124239693	49259 7595 0 56854	0.04 0.01 0.00 0.05	49259 7595 0 56854	0 0 0 0	100.00 100.00 0 100.00	0.00 0.00 0 0.00		
Total		254271611	121591558	47.82	121591558	0	100.00	0.00		
Resolution No.7	Re-appointment of Shri Kailash Chandra Agarwal as Managing Director.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	Special	
Yes										
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	129806754	11240670 77470273 0 88710943	8.66 59.68 0.00 68.34	11240670 77470273 0 88710943	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	225164	0 0 0 0	0.00 0.00 0.00 0.00	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	124239693	49259 7595 0 56854	0.04 0.01 0.00 0.05	49259 7595 0 56854	0 0 0 0	100.00 100.00 0 100.00	0.00 0.00 0 0.00		
Total		254271611	88767797	34.91	88767797	0	100.00	0.00		



Resolution No.8		Re-appointment of Shri Himanshu Agarwal as Whole Time 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	129806754	44064431	33.95	44064431	0	100.00	0.00
	Poll		77470273	59.68	77470273	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		121534704	93.63	121534704	0	100.00	0.00
Public-Institutions	E-Voting	225164	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	124239693	49259	0.04	49259	0	100.00	0.00
	Poll		7595	0.01	7595	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		56854	0.05	56854	0	100.00	0.00
Total		254271611	121591558	47.82	121591558	0	100.00	0.00
Resolution No.9		Authorisation to the Board for Investment and to Provide Inter-Corporate Loans, Guarantee, Security, etc.						
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	129806754	44064431	33.95	44064431	0	100.00	0.00
	Poll		77470273	59.68	77470273	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		121534704	93.63	121534704	0	100.00	0.00
Public-Institutions	E-Voting	225164	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	124239693	49259	0.04	49259	0	100.00	0.00
	Poll		7595	0.01	7595	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		56854	0.05	56854	0	100.00	0.00
Total		254271611	121591558	47.82	121591558	0	100.00	0.00





REPORT OF SCRUTINIZER

To,

The Chairman of 6th Annual General Meeting of the Equity Shareholders of
Genus Paper & Boards Limited held on Thursday, September 21, 2017 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, Nishant Agarwal (Partner of M/s. Gaurav Gupta & Associates, Moradabad, Practicing Company Secretaries, 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 July 25, 2017, for the purpose of the poll (including e-voting) taken on the below mentioned resolutions as set out in the Notice to the 6th Annual General Meeting ("AGM") of the Equity Shareholders of the Company, held on Thursday, September 21, 2017 at 10:00 a.m. at Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh), submit my report as under:

- (a) The Company completed the dispatch of Notice of AGM through courier or email, as the case may be on August 25, 2017.
- (b) The e-voting period remained opened from Monday, September 18, 2017 (9:00 a.m.) to Wednesday, September 20, 2017 (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.



OFFICE
Ram Bhawan, 36- Deputy Gunj,
Moradabad (U.P.) 244001

E-mail : gauravgupta_associates@yahoo.co.in

Consolidated result of votes cast through remote E-Voting and Poll at 6th AGM held on September 21, 2017 at 10:00 a.m.

Genus Paper & Boards Limited

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting			Poll at AGM			Total			% of total valid votes	Invalid Votes	
		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 valid votes cast	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, 2017, together with the Reports of the Board of Directors and the Auditors thereon	For	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
		Against	0	0	0	0	0	0	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
2	Ordinary resolution to appoint Director in place of Shri Surya Prakash Sinha (having DIN 06530766), who retires from office by rotation and, being eligible, offers himself for re-appointment	For	59	44112690	31	77477868	90	121590558	100.00	0.00	0	0	0
		Against	1	1000	0	0	1	1000	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	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	59	44113640	31	77477868	90	121591508	100.00	0.00	0	0	0
		Against	1	50	0	0	1	50	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
4	Special Resolution to ratify the Remuneration of Cost Auditors for the FY 2017-18	For	58	44113590	31	77477868	89	121591458	100.00	0.00	0	0	0
		Against	2	100	0	0	2	100	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
5	Special Resolution to approve the new set of Articles of Association	For	59	44112690	31	77477868	90	121590558	100.00	0.00	0	0	0
		Against	1	1000	0	0	1	1000	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
6	Special Resolution to approve transaction with Related Party under Section 188 of the Companies Act, 2013	For	58	44112640	31	77477868	89	121590508	100.00	0.00	0	0	0
		Against	2	1050	0	0	2	1050	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
7	Special Resolution to re-appoint Shri Kailash Chandra Agarwal as Managing Director & CEO of the Company	For	46	11286379	31	77477868	77	88764247	100.00	0.00	0	0	0
		Against	3	3550	0	0	3	3550	0.00	0.00	0	0	0
		Total	49	11289929	31	77477868	80	88767797	100.00	0.00	0	0	0
8	Special Resolution to re-appoint Shri Himanshu Agarwal as Whole Time Director of the Company	For	56	44109890	31	77477868	87	121587758	100.00	0.00	0	0	0
		Against	4	3800	0	0	4	3800	0.00	0.00	0	0	0
		Total	60	44113690	31	77477868	91	121591558	100.00	0.00	0	0	0
9	Authorisation to the Board for investment and to provide inter corporate loans, guarantee, security, etc	For	56	4410090	31	7747868	87	12157958	99.97	0.03	0	0	0
		Against	4	3600	0	0	4	3600	0.03	0.03	0	0	0
		Total	60	4413690	31	7747868	91	12161558	100.00	0.00	0	0	0



- (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: -

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 25, 2017 of the 6th 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,
(Practicing Company Secretaries)



(CS Nishant Agarwal)
(Partner)

FCS No. 8140 CP No. 7965

SCRUTINIZER

Place: Moradabad

Date: 21.09.2017