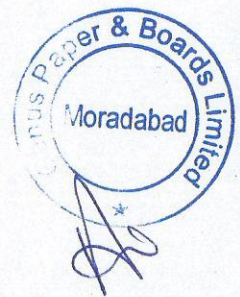


**Corporate Governance Report for the Quarter ended 31.12.2018**

1. Name of Listed Entity : **Genus Paper & Boards Limited**  
 2. Quarter ending : **31<sup>st</sup> December, 2018**

**I. Composition of Board of Directors**

| Title<br>(Mr. /<br>Mrs.) | Name of the<br>Director    | PAN <sup>s</sup> & DIN                 | Category<br>(Chairperson/Executive/<br>Non-Executive/<br>Independent/<br>Nominee) <sup>&amp;</sup> | Date of<br>Appointme<br>nt in the<br>current<br>term<br>/cessation | Tenure*      | No of<br>Directorshi<br>p in listed<br>entities<br>including<br>this listed<br>entity<br>(Refer<br>Regulation<br>25(1) of<br>Listing<br>Regulations<br>) | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of Listing<br>Regulations) | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee held in<br>listed entities<br>including this<br>listed entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations) |
|--------------------------|----------------------------|--|--|--|--------------|--|---|--|
| Mr.                      | Ishwar Chand<br>Agarwal    | PAN(AJCPA9438P),<br>DIN: 00011152      | Non Executive<br>Chairman  | 11.01.2012   | 72<br>Months | 2  | NIL   | NIL  |
| Mr.                      | Kailash Chandra<br>Agarwal | PAN<br>(ADNPA7732P),<br>DIN : 00895365 | Managing Director  | 11.01.2012   | 72<br>Months | 2  | 2   | NIL  |
| Mr.                      | Rameshwar<br>Pareek        | PAN<br>(ABPPP0939D),<br>DIN: 00014224  | Independent Non<br>Executive Director  | 01.08.2014   | 53<br>Months | 4  | 3   | 2  |
| Mr.                      | Rajendra<br>Aggarwal       | PAN<br>(ABQPA0806R),<br>DIN: 07036881  | Independent Non<br>Executive Director  | 30.04.2015   | 45<br>Months | 1  | NIL   | NIL  |
| Mr.                      | Bhairon Singh<br>Solanki   | PAN<br>(ABJPS7305L)<br>DIN: 00012141   | Independent Non<br>Executive Director  | 01.08.2014   | 53<br>Months | 2  | 4   | NIL  |
| Mr.                      | Himanshu<br>Agarwal        | PAN<br>(ADNPA8872A)<br>DIN: 00065185   | Executive Director   | 11.01.2012   | 72<br>Months | 1  | NIL   | NIL  |
| Mr.                      | Udit Agarwal               | PAN<br>(AFQPA7335D)<br>DIN: 02820615   | Independent Non<br>Executive Director  | 01.08.2014   | 53<br>Months | 2  | NIL   | 2  |





|      |                     |                                   |  |            |           |   |     |     |
|------|---------------------|-----------------------------------|--|------------|-----------|---|-----|-----|
| Mr.  | Surya Prakash Sinha | PAN (AEHPS7479G)<br>DIN: 06530766 | Executive Director                     | 12.10.2015 | 39 Months | 1 | NIL | NIL |
| Mrs. | Anu Sharma          | PAN (BSHPS0285B)<br>DIN: 07301904 | Independent Non Executive Director     | 12.10.2015 | 39 Months | 1 | NIL | NIL |
| Mr.  | Yash Todi           | PAN (AKFPT9424J)<br>DIN: 08034207 | Non-Executive Non Independent Director | 10.01.2018 | 12 Months | 1 | NIL | NIL |

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

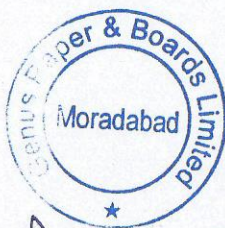
<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

| Name of Committee                                  | Name of Committee members   | Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>§</sup>   |
|--|---|---|
| 1. Audit Committee                                 | Sh. Udit Agarwal,<br>Sh. Rameshwar Pareek,<br>Sh. Bhairon Singh Solanki.<br>Sh. Kailash Chandra Agarwal | Chairman (Non-Executive , Independent Director)<br>Member (Non-Executive, Independent Director)<br>Member (Non-Executive, Independent Director)<br>Member (Executive Promoter Director) |
| 2. Nomination & Remuneration Committee             | Sh. Udit Agarwal,<br>Sh. Rameshwar Pareek,<br>Sh. Bhairon Singh Solanki.                                | Chairman (Non-Executive , Independent Director)<br>Member (Non-Executive, Independent Director)<br>Member (Non-Executive, Independent Director)   |
| 3. Stakeholders Relationship Committee'            | Sh. Udit Agarwal,<br>Sh. Rameshwar Pareek,<br>Sh. Bhairon Singh Solanki.                                | Chairman (Non-Executive , Independent Director)<br>Member (Non-Executive, Independent Director)<br>Member (Non-Executive, Independent Director)   |
| 4. Corporate Social Responsibility (CSR) Committee | Sh. Udit Agarwal,<br>Sh. Rameshwar Pareek,<br>Sh. Kailash Chandra Agarwal<br>Sh. Himanshu Aggarwal      | Chairman (Non-Executive , Independent Director)<br>Member (Non-Executive, Independent Director)<br>Member (Executive Promoter Director)<br>Member (Executive Promoter Director)         |

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



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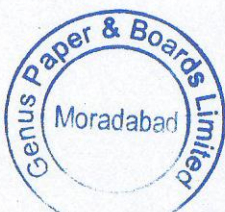


| III. Meeting of Board of Directors                  |   |   |
|---|---|---|
| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 31.07.2018  |   | 34 days   |
| 04.09.2018  | 29.10.2018  | 54 days   |

| IV. Meeting of Committees   |   |   |   |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter   | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|   | Yes   | Audit Committee:- 31.07.2018                                | 34 days   |
| Audit Committee:- 29.10.2018  | Yes   | 04.09.2018  | 54 days   |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional |   |   |   |

| V. Related Party Transactions   |   |
|---|---|
| Subject   | Compliance status (Yes/No/NA)refer note below |
| Whether prior approval of audit committee obtained  | Yes   |
| Whether shareholder approval obtained for material RPT  | Yes   |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | Yes   |
| <b>Note</b><br>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.<br>2. If status is "No" details of non-compliance may be given here. |   |

| VI. Affirmations   |
|--|
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES<br>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<br>a. Audit Committee : YES<br>b. Nomination & remuneration committee :YES<br>c. Stakeholders relationship committee :YES<br>d. Risk management committee (applicable to the top 100 listed entities) : NA<br>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure |

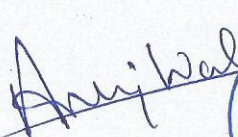
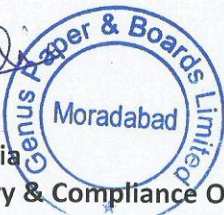


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requirements) Regulations, 2015 : YES

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : YES
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

  
  
**Mr. Anuj Ahluwalia**  
**Company Secretary & Compliance Officer**

Place: Moradabad

Date: 03.01.2019

*Note:*

*Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.*