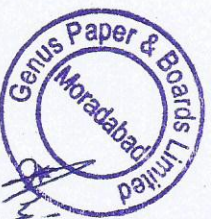


Corporate Governance Report for the Quarter ended 31.03.2017

1. Name of Listed Entity : Genus Paper & Boards Limited  
2. Quarter ending : 31<sup>st</sup> March, 2017

**1. Composition of Board of Directors**

Title (Mr. / Mrs.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/ Independent/ Nominee) <sup>8</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations )	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ishwar Chandra Agarwal	PAN(AJCPA9438P , DIN: 00011152	Non Executive Chairman	11.01.2012	51 Months	2	NIL	NIL
Mr.	Kailash Chandra Agarwal	PAN (ADNPA7732P), DIN : 00895365	Managing Director	11.01.2012	51 Months	2	2	NIL
Mr.	Rameshwar Pareek	PAN (ABPPP0939D), DIN: 00014224	Independent Non Executive Director	01.08.2014	32 Months	4	5	1
Mr.	Rajendra Aggarwal	PAN (ABQPA0806R), DIN: 07036881	Independent Non Executive Director	30.04.2015	24 Months	1	NIL	NIL
Mr.	Bhaign Singh Solanki	PAN (ABJPS7305L) DIN: 00012141	Independent Non Executive Director	01.08.2014	32 Months	2	4	NIL
Mr.	Himanshu Aggarwal	PAN (ADNPA8872A) DIN: 00065185	Executive Director	11.01.2012	51 Months	1	2	1
Mr.	Udit Agarwal	PAN (AFQPA7335D) DIN: 02820615	Independent Non Executive Director	01.08.2014	32 Months	2	2	2





Mr. Surya Prakash Sinha	PAN (AEHPS7479G) DIN: 06530766	Executive Director	12.10.2015	18 Months	1	NIL	NIL
Mrs. Anu Sharma	PAN (BSHPS0285B) DIN: 07301904	Independent Non Executive Director	12.10.2015	18 Months	1	NIL	NIL

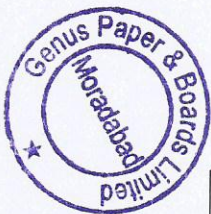
<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</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>5</sup>	
1. Audit Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki. Sh. Kailash Chandra Agarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Executive Promoter Director)	
2. Nomination & Remuneration Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki.	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)	
3. Stakeholders Relationship Committee <sup>6</sup>	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Bhairon Singh Solanki.	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Non-Executive, Independent Director)	
4. Corporate Social Responsibility (CSR) Committee	Sh. Udit Agarwal, Sh. Rameshwar Pareek, Sh. Kailash Chandra Agarwal Sh. Himanshu Aggarwal	Chairman (Non-Executive, Independent Director) Member (Non-Executive, Independent Director) Member (Executive Promoter Director) Member (Executive Promoter Director)	

<sup>8</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



*Signature*



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)	
14.11.2016	10.02.2017	87 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*
Audit Committee:- 10.02.2017	Yes	Audit Committee :- 14.11.2016	87 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
Note	
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

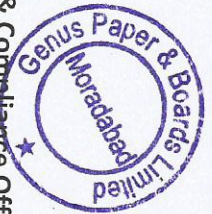
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015: YES	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee : YES	
b. Nomination & remuneration committee :YES	
c. Stakeholders relationship committee :YES	
d. Risk management committee (applicable to the top 100 listed entities) : NO	
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure 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:

*Anuj Ahluwalia*

Mr. Anuj Ahluwalia  
Company Secretary & Compliance Officer



Place: Moradabad

Date: 04.04.2017

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.