



# 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 22, 2017

<b>BSE Limited</b> (Corporate Relationship Department), 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001  Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a>  Scrip Code : 538961	<b>National Stock Exchange of India Ltd.</b> (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: <a href="mailto:cc_nse@nse.co.in">cc_nse@nse.co.in</a>  Symbol : GENUSPAPER
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Dear Sir(s),

**Re: Annual Report**

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



In this regard and pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find attach herewith the Annual Report for the financial year ended March 31, 2017 of the Company for your reference.

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

# Genus Paper & Boards Limited

## 06<sup>th</sup> Annual Report 2016-2017



# Corporate Information

## Board of Directors

Mr. Ishwar Chand Agarwal  
Chairman

Mr. Kailash Chandra Agarwal  
Managing Director

Mr. Himanshu Agarwal  
Executive Director

Mr. Surya Prakash Sinha  
Executive Director

Mrs. Anu Sharma  
Director

Mr. Bhairon Singh Solanki  
Director

Mr. Rameshwar Pareek  
Director

Mr. Udit Agarwal  
Director

Mr. Rajendra Aggarwal  
Director

Mr. Sanjay Kumar Agarwal  
Chief Financial Officer

Mr. Anuj Ahluwalia  
Company Secretary

## Auditors

D. Khanna & Associates  
Chartered Accountants

## Bankers

Punjab National Bank

## Registered Office & Works

Genus Paper & Boards Limited  
Village Aghwanpur, Kanth Road  
Moradabad-244001, Uttar Pradesh  
Tel : 0591-2511171 Fax : 0591-2511242  
Website : www.genuspaper.com

## Corporate Office

D-116, Okhla Industrial Area  
Phase-I, New Delhi-110020  
Tel : 011-47114800 Fax : 011-47114833

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## NOTICE

**Notice** is hereby given that the 06<sup>th</sup> Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Thursday, 21<sup>st</sup> September, 2017 at 10.00 a.m.** at its Registered office at **Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh** to transact the following business:-

### ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.
- To appoint Director in place of Shri Surya Prakash Sinha (having DIN-06530766), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of the Auditors and to fix their remuneration and in this regard 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, 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 the 04<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2015, the appointment of M/s D. Khanna & Associates (Firm Registration Number-012917N), Chartered Accountants, Jaipur, as Statutory Auditors of the Company for financial year 2017-18, 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 2017-18."

### SPECIAL BUSINESS

#### 4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FY 2017-18

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:-

**"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 31<sup>st</sup> March, 2018."

#### 5. APPROVAL OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modification(s), following resolution as **SPECIAL RESOLUTION**:-

**"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."

#### 6. TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**:-

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings 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 1<sup>st</sup> April, 2017 upto the maximum per annum amounts as appended below:

MAXIMUM VALUE OF CONTRACT /TRANASACTION (PER ANNUAM) WEF 1 <sup>ST</sup> APRIL 2017					
(Rs. in Lacs)					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or supply of any goods, materials	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, materials, 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 Ltd					
Yajur Commodities Ltd (Formerly Virtuous Urja Ltd)					
Genus Electrotech Limited		-	-	-	-
Kailash Coal & Coke Co Limited		-	-	-	-
Genus Apparels Limited		-	-	-	-



<b>DIRECTORS / KMPs / 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 Act, 2013</b>	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
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**RESOLVED FURTHER THAT** the Board of Directors and /or any committee thereof be and is hereby authorised 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 this resolution."

## 7. RE-APPOINTMENT OF SHRI KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION:-**

**"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."

## 8. RE-APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION:-**

**"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."

## 9. AUTHORISATION TO THE BOARD FOR INVESTMENT AND TO PROVIDE INTER-CORPORATE LOANS, GUARANTEE, SECURITY, ETC

To consider and, if thought fit, to pass, with or without modification, the following resolution as **SPECIAL RESOLUTION**: -

**“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.”

**Registered Office :-**  
Vill. Aghwanpur, Kanth Road  
Moradabad-244001  
**CIN :** L21098UP2012PLC048300

For and on behalf of Board of Directors  
For **Genus Paper & Boards Limited**

**Place : Moradabad**  
**Dated : 25<sup>th</sup> July, 2017**

**Kailash Chandra Agarwal**  
Managing Director & CEO  
DIN-00895365

## NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the “Meeting” or “AGM”) 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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a 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. A Member holding more than ten percent 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 Member.
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed hereto.
3. Corporate Members desiring to send their authorized representative to attend the Meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 15, 2017 to Thursday, September 21, 2017 (both days inclusive).
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
10. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named “cs@genuspaper.com” exclusively for the purpose of registering complaints by investors.
11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.

13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
14. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to persons seeking appointment or re-appointment as Directors under Item No.7 and 8 of this Notice of AGM, are provided in the Report on Corporate Governance forming part of the Annual Report.
15. To support the 'Green Initiative' announced by the Government of India and pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. In order to support the 'Green Initiative', Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "cs@genuspaper.com" or Registrar, M/s. Niche Technologies Private Limited for receiving all communication from the Company, electronically.
16. Voting through electronic means (e-voting):
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
  - (II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - (III) **The procedure and instructions for casting your vote electronically are as under:**
    - (i) The remote e-voting period commences on Monday, September 18, 2017 (09:00 a.m.) and ends on Wednesday, September 20, 2017 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 14, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (iii) Click on "Shareholders" tab.
    - (iv) Now Enter your User ID
      - (a) For CDSL: 16 digits beneficiary ID
      - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
      - (c) 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](http://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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (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 Company Name i.e. **“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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
  - (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (IV) 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](mailto:gauravgupta_associates@yahoo.co.in)” with a copy marked to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)” on or before September 20, 2017, upto 5:00 pm without which the vote shall not be treated as valid.
  - (V) 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 Thursday, September 14, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
  - (VI) The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, July 21, 2017.
  - (VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Thursday, September 14, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  - (VIII) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, September 14, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
  - (IX) Notice of the AGM along with attendance slip, proxy 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.

- (X) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Thursday, September 14, 2017, 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 to obtain the Login-ID and Password for e-voting.
- (XI) Mr. Nishant Agarwal, Practicing Company Secretary (Partner of M/s Gaurav Gupta & Associates, Moradabad, FCS No.8140, CP No.7965), of Moradabad have been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast through ballot at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- (XII) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at '[www.genuspaper.com](http://www.genuspaper.com)' and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).
- (XIII) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, September 21, 2017.
- (XIV) In case you have any queries or issues regarding remote e-voting, please contact [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Mr. Anuj Ahluwalia, Company Secretary at [cs@genuspaper.com](mailto:cs@genuspaper.com) or Tel. No. 0591-2511171. Members can also refer to the Frequently Asked Questions (FAQs) available under the 'HELP' section at [www.evotingindia.com](http://www.evotingindia.com).

#### Annexure to the Notice

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 9 of the accompanying Notice:

##### ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. M. K. Singhal & Co., Cost Accountants (Firm Registration No. 00074) as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March 2018 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus reimbursement of out of pocket expenses in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is subject to ratification by Shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March 2018.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item No. 4 for approval by the Shareholders.

##### ITEM NO. 5

##### Approval for Adoption of New Articles of Association

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and were amended from time to time within the purview of applicable laws. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the rules framed thereunder.

A Copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company on all working days, except Saturday and Sunday between 11:00 am to 1:00 pm up to the date of the Annual General Meeting and during the Annual General Meeting. The Board accordingly recommends resolution set out under item no. 5 in the Notice of this Annual General Meeting for approval by the Shareholders of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

##### ITEM NO. 6

##### Transaction with Related Party under Section 188 of the Companies Act, 2013

Pursuant to Section 188 of the Companies Act, 2013 (the Act), such Related Party Transactions as specified under the Act, which are not in the ordinary course of business and/or are not on arms length basis, shall be subject to prior approval of the Audit Committee or Board, and prior approval of the shareholders by way of special resolution if the amount of such transaction exceeds the limit as prescribed.

Further, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

(As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party shall be considered material if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.)

Though your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

In the light of provisions of the Act, the Board of Directors of the Company has approved the transactions along with the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2017-18 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members.

PARTICULARS OF TRANASCTION ENTERED OR PROPOSED TO BE ENTERED FOR APPROVAL U/S 188 OF THE COMPANIES ACT, 2013 MAXIMUM VALUE OF CONTRACT /TRANASACTION (PER ANNUM) WEF 1 <sup>ST</sup> APRIL 2017 (Rs. in Lacs)					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	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, materials, services or property
<b>NAME and NATURE OF RELATIONSHIP WITH RELATED PARTIES :-</b>					
<b>COMPANIES :-</b>					
<b>Genus Innovation Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	On actual basis, Exempted being in the ordinary course of business and on arm's length basis	-	-	-	-
<b>Genus Power Infrastructures Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
<b>Genus Electrotech Limited</b> Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
<b>Kailash Coal &amp; Coke Co Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
<b>Yajur Commodities Limited (Formerly Virtuous Urja Limited)</b> Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
<b>Genus Apparels Limited</b> Common Directorship (Shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
<b>DIRECTORS / KMPs / 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 Act, 2013</b>	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

1. Name of the related party and nature of relationship: As provided in table above.

2. Name of the director or key managerial personnel who is related, if any;

Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, and Mr. Himanshu Agarwal, Directors, KMPs and Promoters of the Company and their relatives are deemed to be interested in the above resolution.

3. Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.

4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
5. Any advance paid or received for the contract or arrangement, if any: NIL
6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.
7. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
8. Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, no member of the Company shall vote on above resolution, if such member is a related party.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Shareholders.

#### Item No 7

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Remuneration Committee, approved the re-appointment of Shri Kailash Chandra Agarwal as the Managing Director & CEO for a period of 3 years with effect from August 01, 2017, subject to the approval of members of the Company. The earlier tenure of Managing Director stands determined with mutual consent.

Brief particulars of Mr. Kailash Chandra Agarwal are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment of Shri Kailash Chandra Agarwal as the Managing Director and the remuneration structure are given below:

- i)- **Tenure of the office:** For a period of 3 (Three) years effective from August 01, 2017.
- ii)- **Basic Salary:** Rs. 5,00,000/- (Rupees Five Lac only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to raise salary by giving annual increments on 1st April every year, subject however to a ceiling of Rs. 8,00,000/- (Rupees Eight Lac only) per month and subject to the financial performance of the company and other factors as prescribed.
- iii)- **Perquisites & Allowances:** Perquisites & Allowances, if any, shall be as per company policy and rules.  
  
Explanation: Perquisites, if any shall be evaluated as per income tax rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
- iv)- **Company's Contribution to Provident Fund /Superannuation fund / Annuity Fund/National Pension Scheme:** Rs. 110,000/- (Rupees One Lac Ten Thousand only) per month or such other amount as fixed as per policy of the Company; The Company shall contribute to the Provident fund /Superannuation fund/Annuity fund/National Pension Scheme in accordance with the rules and regulation of the Company.
- v)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. 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.
- vi)- He shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board time to time.
- vii)- He shall not be liable to retire by rotation during his tenure as Managing Director of the Company in terms of the provisions of Articles of Association of the Company.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the re-appointment of Shri Kailash Chandra Agarwal as Managing Director & CEO, for a period of three years commencing from 1st August, 2017 as set out in the Resolution at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at item no. 7 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Kailash Chandra Agarwal is appropriate and in the best interest of the Company.

Further pursuant to the enabling provisions of Section 203 of the Companies Act, 2013, members may also note that Mr. Kailash Chandra Agarwal is acting as the Managing Director of one more group Company viz. Yajur Commodities Limited (Formerly Virtuous Urja Limited) w.e.f. 01.6.2013.

Except Mr. Kailash Chandra Agarwal being appointee and Shri Ishwar Chand Agarwal being relative, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7, except to the extent of their shareholding in the Company if any.

#### Item No 8

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Remuneration Committee, approved the re-appointment of Mr. Himanshu Agarwal as Whole Time Director (designated as Executive Director) for a period of 3 years with effect from August 01, 2017, subject to the approval of members of the Company. The earlier tenure of Whole Time Director stands determined with mutual consent.

Brief particulars of Mr. Himanshu Agarwal are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment and the remuneration of Shri Himanshu Agarwal as Whole Time Director are given below:

- i)- **Tenure of the office:** For a period of 3 (Three) years effective from August 01, 2017.
- ii)- **Basic Salary:** Rs. 5,00,000/- (Rupees Five Lac only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to raise salary by giving annual increments on 1st April every year, subject however to a ceiling of Rs. 8,00,000/- (Rupees Eight Lac only) per month and subject to the financial performance of the company and other factors as prescribed.
- iii)- **Perquisites & Allowances:** Perquisites & Allowances, if any, shall be as per company policy and rules.

Explanation: Perquisites, if any shall be evaluated as per income tax rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

- iv)- **Company's Contribution to Provident Fund /Superannuation fund / Annuity Fund:** Rs. 60,000/- (Rupees Sixty Thousand only) per month or such other amount as fixed as per policy of the Company; The Company shall contribute to the Provident fund /Superannuation fund/Annuity fund in accordance with the rules and regulations of the Company.

- v)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Himanshu Agarwal shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

- vi)- He shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board time to time.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the re-appointment of Shri Himanshu Agarwal as Whole Time Director, for a period of three years commencing from 1st August, 2017 as set out in the Resolution at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Himanshu Agarwal is appropriate and in the best interest of the Company.

Except Mr. Himanshu Agarwal being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 except to the extent of their shareholdings in the Company, if any.

#### Item No 9

The Company is proposed to increase the limit for making investment or giving corporate guarantee. It is further proposed to provide guarantee, 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 and conditions as they in their absolute discretion deem beneficial and in the interest of the Company, in connection with the loan made by any other person to, or to any other person by, any body corporate not exceeding Rs. 200.00 crores [Rs. Two Hundred Crores Only].

In order to give effect to the proposed amendment, a Special Resolution as set out in the Notice to increase the limit for giving corporate guarantee and to provide guarantee, security by way of hypothecation/mortgage and/or charge over its all properties and assets of the Company is proposed for the approval of the shareholders.

The Board recommends passing of the resolution contained at Item No. 9 of the accompanying notice as Special Resolution.

None of the Directors or their relatives is concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding held in the Company, if any.

**Information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:**

<b>I. GENERAL INFORMATION:</b>		
1.	Nature of industry	The Company is engaged in the business of manufacture of Kraft Paper and M. S. Ingot.
2.	Date of commencement of commercial production	The Company was incorporated on 11 <sup>th</sup> January, 2012 and the Certificate of Commencement of Business was dated 13 <sup>th</sup> January, 2012.
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.
4.	Financial performance based on given indicators	The details of financial performance of the company for the years 2015-16 and 2016-17 are provided in the Annual Report 2017 which accompanies the Notice.
5.	Foreign investments or collaborators, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the company. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on account of past issuance of securities /secondary market purchase.
<b>II. INFORMATION ABOUT THE APPOINTEES:</b>		
<b>A.1.</b>	Background details	<ul style="list-style-type: none"> <li>Name : Mr. Kailash Chandra Agarwal</li> <li>Designation : Managing Director &amp; CEO</li> <li>Age : 46 Years</li> </ul> <p>Mr. Kailash Chandra Agarwal is the Director since inception and was appointed Managing Director &amp; CEO of the Company on 29.11.2013. He has very rich experience and skills in multi disciplinary areas like Paper, Coal, Steel (M.S. Ingot), Power Infrastructure, Apparels, Electronics etc.</p>
2.	Recognition or awards	The Company has always made continuous efforts to achieve quality and efficiency in each of its operations. The Company belongs to a very reputed and diversified 'Kailash Group Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	During the financial year 2016-17, a sum of Rs. 67,20,000/- was paid to Mr. Kailash Chandra Agarwal as remuneration.
4.	Job profile and his suitability	<p>Mr. Kailash Chandra Agarwal is the Managing Director &amp; CEO of the Company.</p> <p>He devotes full time and attention to the business of the Company as may be necessary and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. He has such powers and carries out such duties and responsibilities as may be entrusted by the Board time to time.</p> <p>He has been instrumental in the growth of the Company since inception. The Board believes that his guidance and leadership will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p>
5.	Remuneration proposed	Details of proposed remuneration are presented above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	<p>Mr. Kailash Chandra Agarwal carries vast and enriched experience in the business line of the Company.</p> <p>The remuneration payable to him has been benchmarked with the remuneration being drawn by similar positions in Paper industry along with size of the operations and the profile of the position and person.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>He is a Promoter of the Company and holds 13298356 (5.17%) shares of Rs. 1/- each face value. He is the son of Mr. Ishwar Chand Agarwal, Director of the company who holds 10329447 (4.02%) shares of Rs. 1/- each face value.</p> <p>None of the key managerial personnel or any other senior managerial personnel is related to Mr. Kailash Chandra Agarwal.</p>
<b>B.1.</b>	Background details	<ul style="list-style-type: none"> <li>Name : Mr. Himanshu Agarwal</li> </ul>



		<ul style="list-style-type: none"> <li>Designation : Whole Time Director</li> <li>Age : 36 Years</li> </ul> <p>Mr. Himanshu Agarwal is the Director since inception and was appointed Whole Time Director of the Company on 29.11.2013. He has very rich experience and skills in multi disciplinary areas like Paper, Coal, Steel (M.S. Ingot), etc.</p>
2.	Recognition or awards	The Company has always made continuous efforts to achieve quality and efficiency in each of its operations. The Company belongs to a very reputed and diversified 'Kailash Group Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	During the financial year 2016-17, a sum of Rs. 67,20,000/- was paid to Mr. Himanshu Agarwal as remuneration.
4.	Job profile and his suitability	<p>Mr. Himanshu Agarwal is the Whole Time Director of the Company.</p> <p>He devotes full time and attention to the business of the Company as may be necessary and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. He has such powers and carries out such duties and responsibilities as may be entrusted by the Board time to time.</p> <p>He has been instrumental in the growth of the Company since inception. The Board believes that his guidance and leadership will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p>
5.	Remuneration proposed	Details of proposed remuneration are presented above.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	<p>Mr. Himanshu Agarwal carries vast and enriched experience in the business line of the Company.</p> <p>The remuneration payable to him has been benchmarked with the remuneration being drawn by similar positions in Paper industry along with size of the operations and the profile of the position and person.</p>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>He is a Promoter of the Company and holds 6508136 (2.53%) shares of Rs. 1/- each face value.</p> <p>None of the key managerial personnel or any other senior managerial personnel is related to Mr. Himanshu Agarwal.</p>
<b>III.</b>	<b>OTHER INFORMATION</b>	
1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits.
2.	Steps taken or proposed to be taken for improvement	<p>In view of the rapidly growing demand for paper, the company has recently enhanced its production capacity of Kraft paper plant.</p> <p>The Company is always looking forward to take all such steps and measures including expansion, acquisitions, restructuring which are in the best interest of the company.</p>
3.	Expected increase productivity and profits measurable terms	The aforesaid steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.
<b>IV.</b>	<b>Disclosure</b>	
1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2017.	

None of the Directors, key managerial personnel or their relatives is concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at Item No.7 and 8 of the Notice for approval by Shareholders.

**Registered Office :-**

Vill. Aghwanpur, Kanth Road  
Moradabad-244001  
CIN : L21098UP2012PLC048300

For and on behalf of Board of Directors  
For **Genus Paper & Boards Limited**

**Place : Moradabad**  
**Dated : 25<sup>th</sup> July, 2017**

**Kailash Chandra Agarwal**  
Managing Director & CEO  
DIN-00895365

**A BRIEF PROFILE AND OTHER DETAILS OF THE DIRECTORS SEEKING APPOINTMENT  
/ REAPPOINTMENT  
(Under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)  
(As on 25.07.2017)**

<b>Name of the Directors</b>	<b>Mr. Kailash Chandra Agarwal</b>	<b>Mr. Himanshu Agarwal</b>
Date of birth	20.10.1971	10.06.1981
Director Identification Number	00895365	00065185
Date of Joining the Board	11.01.2012	11.01.2012
Category	Executive Promoter Director	Executive Promoter Director
Qualification(s)	Bachelor of Science	Bachelor of Commerce
Expertise in specific functional Area	Wide experience of Paper, Coal, Steel (M.S. Ingot), Power Infrastructure, Apparels, Electronics, etc.	Wide experience of Paper, Coal, Steel (M.S. Ingot), etc.
No of Shares held in the Company	13298356	6508136
Directorship in other Companies #	Genus Power Infrastructures Limited Yajur Commodities Limited Kailash Coal and Coke Company Limited Genus Apparels Limited Yajur Coal & Coke Limited	Virtuous Infra Limited Yajur Coal & Coke Limited
Committees' Memberships / Chairmanships in other Companies *	Yajur Commodities Limited- Audit Committee (Member)	-

# reckoned for this purpose only Indian Public and Private Companies.  
# reckoned for this purpose only Audit Committee and Stakeholders Relationship Committee.

## DIRECTORS' REPORT

### Dear Shareholders

Your Directors have pleasure in presenting the 6<sup>th</sup> Annual Report and Audited Financial Statements on the Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2017.

### FINANCIAL HIGHLIGHTS

The highlights of financial statements of the company for the financial year 2016-17 are given below:

Particulars	(Amount in Lakh)	
	Current Year	Previous Year
	31.03.2017	31.03.2016
<b>Net Sales / Revenue from Operations</b>	30868.80	31580.70
Other Income	435.52	396.32
Finance Cost	591.79	627.80
Depreciation	1243.33	1174.64
<b>Profit Before Tax</b>	935.74	870.89
<b>Tax Expenses</b>		
-Current Tax	211.99	296.24
-Deferred Tax	30.31	99.69
<b>Net Profit /(Loss) for the Year</b>	<b>693.44</b>	<b>474.97</b>
<b>Earnings Per Share (FV Re. 1/- each)</b>		
-Basic (In Rs.)	0.27	0.18
-Diluted (In Rs.)	0.27	0.18

### OPERATIONS AND BUSINESS PERFORMANCE

The Company's Net Sales / Revenue from Operations during the year under review are Rs. 30868.80 lakh as compared to Rs. 31580.70 lakh in previous year.

The Profit after Tax for the year is Rs. 693.44 lakh as compared to Rs. 474.97 lakh in previous year.

### RESERVES

During the Financial year 2016-17, the Company has proposed no amount to reserves.

### DIVIDEND

To consolidate the future position of the Company and support the fund requirements to stimulate growth, your Board of Directors regret their inability to recommend any dividend for the year.

### NATURE OF BUSINESS

The Company is engaged in the business of manufacturing of Kraft Paper and Steel Ingot. There was no change in the nature of business during the Financial Year 2016-17.

### SUBSIDIARIES

During the year under report, the Company has no subsidiary.

### CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Surya Prakash Sinha (having DIN-06530766), Director of the Company will retire by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment in accordance with the provisions of the said Act.

In pursuance 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), the Board of Directors in their meeting held on 25th July, 2017 has recommended to re-appoint Shri Kailash Chandra Agarwal (holding DIN No. 00895365) as Managing Director & CEO of the Company and 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 may be decided by the Board.

The Nomination and Remuneration Committee of the Board in its meeting held on 25th July, 2017 has considered and recommended the aforesaid re-appointment of Shri Kailash Chandra Agarwal and Shri Himanshu Agarwal to the Board for their approval.

The Board has considered that the presence of Shri Surya Prakash Sinha, Shri Kailash Chandra Agarwal and Shri Himanshu Agarwal as Directors on the Board would be immense benefit to the Company and has decided to recommend their appointment /reappointment for the approval of members of the Company at the ensuing general meeting of the company.

A brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of other companies in which they hold/have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

## DECLARATION FROM INDEPENDENT DIRECTORS

As provided under Section 149 (7) of the Companies Act, 2013, All Independent Directors of the Company viz. Mr. Rameshwar Pareek, Mr. Udit Agarwal, Mr. Bhairon Singh Solanki, Mr. Rajendra Aggarwal and Mrs. Anu Sharma have made declaration to the effect that they meet the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company in pursuant to clause (c) of sub section (3) of Section 134 of the Companies Act, 2013 hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DEPOSITS

During the Financial Year 2016-17, the Company has not invited, accepted or renewed any deposits covered under Chapter V of the Companies Act, 2013 and there is no outstanding amount of deposits at the end of the financial year.

## AUDITORS AND AUDITORS' REPORT

Details of the Auditors of the Company and their Audit Reports for the year under report are given below:

### Statutory Auditors

At the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2015, M/s D. Khanna & Associates, Chartered Accountants Firm, Jaipur, (ICAI Firm Registration No-012917N) were reappointed as the Statutory Auditors of the Company for a period of 5 years which is subject to annual ratification by the members of the Company in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The members may ratify the appointment of M/s D. Khanna & Associates, Chartered Accountants Firm, Jaipur, (ICAI Firm Registration No-012917N) as the Statutory Auditors of the Company for the financial year 2017-18.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments.

#### **Secretarial Auditors**

M/s C. M. Bindal & Company, Company Secretaries, Jaipur, a very eminent Corporate Consultant having more than 29 years experience of rendering professional services to several eminent companies including Central PSUs and Banks, were re-appointed as Secretarial Auditors of the Company to conduct the secretarial audit for the financial year ended March 31, 2017 and to give their report thereon.

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report of M/s C. M. Bindal & Company, Company Secretaries, Jaipur for the financial year 2016-17 is annexed to this report as Annexure-I.

The said Secretarial Audit Report has no qualification, reservation or adverse remarks and it is self explanatory. Thus, there is no need to give any further explanation or comment by the Board.

#### **Cost Auditors**

Section 148 of the Companies Act, 2013 provides that such class of companies, which are engaged in the production of such goods or providing such services, shall maintain cost records and shall get audit of such cost records by a Cost Accountant in practice, as may be prescribed in the Rules notified by the Central Government for the purpose.

M/s M. K. Singhal & Co., Cost Accountants, Modinagar (FRN-00074) who has given their consent vide their letter dated 04.04.2017, being eligible offer themselves for the re-appointment as Cost Auditors of the Company.

In terms of Section 148 of the Companies Act, 2013 and Rule 6 of the Companies (Cost Records and Audit) Rules 2014, the Board has on 25.07.2017, on the recommendation of the Audit Committee, ratify the appointment of M/s M. K. Singhal & Co., Cost Accountant, (FRN-00074) as the Cost Auditors to conduct the Cost Audit of the Steel Plant of the Company for the financial year 2017-18 and to give their audit report thereon.

The Board has also approved, on the recommendation of the Audit Committee of the Boards of Directors, that the remuneration of Rs. 60000/- plus traveling, lodging and boarding expenses be paid to the Cost Auditors to conduct the cost audit of Steel Plant of the Company for the financial year 2017-18 subject to the ratification by the members at the ensuing annual general meeting.

The Board recommends the appointment of M/s M. K. Singhal & Co., Cost Accountant, (FRN-00074) for FY 2017-18 at a remuneration of Rs. 60000/- plus traveling, lodging and boarding expenses for the ratification by the members at the ensuing annual general meeting.

The Cost Audit Report for the financial year 2016-17, in respect of the Kraft Paper & Steel Ingot prescribed under Cost Audit Rules, 2014, is due to be filed with MCA on or before 30.09.2017 (being within 180 days from the end of reporting year).

#### **Internal Auditors**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company has re-appointed M/s Chaturvedi & Co., Chartered Accountants Firm as Internal Auditors of the Company to conduct the internal audit of the Company and to give their audit report thereon in the manner as prescribed under the Act.

#### **CORPORATE SOCIAL RESPONSIBILITY POLICY**

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of Rs.500 crores or more or turnover of Rs.1000 crores or more or net profit of Rs.5 crore or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly, the Company has to do a CSR Activity for an amount of Rs.16.34 lacs based on the average profits of the three preceding financial years.

The CSR activities carried/to be carried out by the Company is driven by the expertise of the management. Additionally, the Company gives preference to the local area(s) of its operations for CSR activities. The Company believes that the CSR should be in the field(s) which have substantial social impact and which co-relate with the philosophy of the Company to improve the quality of life. During the F/Y 2016-17, the Company did not come across any project, which reflected the above approach and hence the spending prescribed towards CSR could not be made during F/Y2016-17.

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which is approved by the Board. This CSR policy is also available on the Company's website - [www.genuspaper.com](http://www.genuspaper.com).



For composition of CSR Committee and other details as prescribed, the Annual Report on CSR activities is annexed to this report as Annexure-II.

## RISK MANAGEMENT POLICY

The Company has framed a Risk Management Policy to identify and access the key business risk areas and a risk mitigation process. A detailed exercise is being carried out that the organization faces such as strategic, financial, credit, market, liquidity, property, and other risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

## CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The Independent Directors shall be of high integrity with relevant expertise and experience so as to have as diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, Law, governance and general management.

## CRITERIA FOR APPOINTMENT OF MANAGING DIRECTOR / WHOLE TIME DIRECTORS

The Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise and experience particularly in Paper Industry, leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

## REMUNERATION POLICY

The Company follows a policy on remuneration of Directors and Senior Management employees, details of the same are given in the Corporate Governance Report.

## PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee has laid down the criteria for evaluation of individual Directors, the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of Board and Committees, experience and expertise, performance of specific duties and obligation, governance and compliance issues, attendance, contribution at meeting etc.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors at a separately convened meeting and the performance of the Board as a whole evaluated was reviewed. The performance of the Independent Directors was carried out by the entire Board (Excluding the Director being evaluated).

The Directors expressed their satisfaction with the evaluation.

## DISCLOSURES:

### NUMBER OF BOARD MEETINGS

During the financial year 2016-17, the Board of Directors of the Company met 4 (Four) times on 30/05/2016, 12/08/2016, 14/11/2016, 10/02/2017.

### AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee, the Composition of which is given below:

Name of the Member	Category	Status
Mr. Udit Agarwal	Independent Non Executive Director	Chairman
Mr. Rameshwar Pareek	Independent Non Executive Director	Member
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member

During the financial year 2016-17, the Audit Committee met 4 (Four) times on 30/05/2016, 12/08/2016, 14/11/2016, 10/02/2017. All recommendations of Audit Committee were accepted by the Board.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangement with related parties referred to in Section 188 of the Companies Act, 2013 in the prescribed form AOC-2 are disclosed in Annexure -III and forms part of this report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loans, guarantees or investments referred to in Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**PARTICULARS OF DIRECTORS AND EMPLOYEES**

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of provisions of the Section 136 (1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during the working hours and any member interested in obtaining such information may write to the Company Secretary.

It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

**EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return as on March 31, 2017 in the prescribed Form No. MGT-9 is attached herewith as Annexure-IV and forms part of this report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, the particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo have been given in the prescribed form in Annexure-V to this report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATION OR COURTS OR TRIBUNALS**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern and Company's operation in future.

**MATERIAL CHANGES AND COMMITMENTS**

The Company has no loss or inadequate profits during the financial year 16-17.

**CORPORATE GOVERNANCE REPORT AND COMPLIANCE CERTIFICATE**

As provided under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed compliance report on corporate governance is given in a separate section and forms an integral part to this Annual Report. The requisite certificate from Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34(3) Part B Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on management discussion and analysis is given in a separate section and forms an integral part to this Annual Report.

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Directors further state that during the year under review, there were no cases filed, pursuant to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The company has devised a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year 2016-17, there were no instances of unethical behaviour, fraud or violation of the company's code of conduct or ethics policy and no personnel have been denied access to the audit committee.

The details of establishment of such mechanism are disclosed on the website of the Company viz. [www.genuspaper.com](http://www.genuspaper.com).

## INSURANCE

The properties of your Company comprising buildings, plant and machinery, other assets, stocks, etc. were adequately insured against various risks.

## ACKNOWLEDGEMENT

Your Directors wish to place on record their gratitude for the assistance and cooperation extended by company's shareholders, suppliers, dealers, business partners, bankers and financial institutions, Central and State Government and others associated with the Company. Your Directors also wish to place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and look forward to their continued support.

For and on behalf of Board of Directors  
**For Genus Paper & Boards Limited**

Place : Moradabad  
Date : 25<sup>th</sup> July, 2017

Himanshu Agarwal  
Whole Time Director  
DIN-00065185

Kailash Chandra Agarwal  
Managing Director & CEO  
DIN-00895365

## Annexure-I

FORM NO. MR-3

## Secretarial Audit Report

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Genus Paper & Boards Limited,  
Kanth Road, Village: Aghwanpur, Moradabad-244001 (U.P.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Genus Paper And Boards Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 (audit period), complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the Company is not registered as Registrar to Issue and Share transfer Agent during the audit period);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during the audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the company during the audit period);
- (vi) Based on explanations and information furnished to us, we report that company has complied with labour laws, pollution control laws and other laws in so far as the same are applicable to it.
- (vii) We have also examined compliance with the applicable clauses /regulations of the following:-
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
  - (ii) The Listing Agreements entered into by the company with Stock Exchanges;
  - (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to an observation that (i) a few documents under Companies Act 2013 were filed late by a few days owing to incidental omission, and (ii) company could not spend any amount on CSR during the year 2016-17, as explained.

We further report that:

- (i) The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of all such meetings.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For C. M. BINDAL & COMPANY  
COMPANY SECRETARIES**

Date: 25<sup>th</sup> July, 2017  
Place: Jaipur

**(C.M. BINDAL)  
PROPRIETOR  
FCS No.103, CP No.176**

**Note:** The report at Annexure-A which forms part of this Report, may be seen at company's Website.

## Annexure-II

### ANNUAL REPORT ON CSR ACTIVITIES For the Financial Year 2016-17

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Genus vision is "SERVING SOCIETY THROUGH INDUSTRY." Genus is committed towards people and society at large for bringing positive changes to the lives of mankind. The activities or programmes proposed to be undertaken by the Company as a part of its CSR policy include:

- (i) Eradicating hunger and poverty and malnutrition;
- (ii) Promoting health care including preventive health care and sanitation;
- (iii) Promotion of education;
- (iv) Promoting gender equality and empowering women;
- (v) Training to promote rural sports;
- (vi) Ensuring environmental sustainability;
- (vii) Employment enhancing vocational skills;
- (viii) Rural development projects
- (ix) Slum area development etc.

For more details about the company's CSR policy and its projects or programs, please visit the company's website at [www.genuspaper.com](http://www.genuspaper.com) and a weblink thereto is <http://www.genuspaper.com/pdf/CSR%20policy.pdf>

2. **The Composition of the CSR Committee.**

During the year under report, Corporate Social Responsibility (CSR) Committee of the Board of the Company consists of the following members:-

Name of Directors	Category	Status
Mr. Udit Agarwal	Independent Director	Chairman
Mr. Rameshwar Pareek	Independent Director	Member
Mr. Kailash Chandra Agarwal	Managing Director & CEO	Member
Mr. Himanshu Agarwal	Whole Time Director	Member

3. Average net profit of the company for last three financial years: Rs. 817.25 Lakhs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 16.34 Lakhs
5. Details of CSR spent during the financial year:
  - (a) Total amount to be spent for the financial year: Rs. 16.34 Lakhs
  - (b) Amount unspent, if any: Rs. 16.34 Lakhs
  - (c) Manner in which the amount spent during the financial year is detailed below:

(1) S. No	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	(7) Cumulative expenditure upto to the reporting period	(8) Amount spent : Direct or through implementing agency*
Rs. in Lakh							
1.	NA	NA	NA	-	Nil	-	Nil
	<b>TOTAL</b>			-	-	-	-

6. The Company was required to spend Rs.16.34 Lakhs during the year but was unable to spend the entire amount on CSR activities.
7. We hereby declare and confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Kailash Chandra Agarwal**  
Managing Director & CEO  
DIN – 00895365

**Udit Agarwal**  
Chairman - CSR Committee  
DIN – 02820615



### Annexure-III

**Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

#### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions at arm's length basis						
Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Amount paid as advance, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
<b>Genus Power Infrastructures Limited</b> (Promoter Company)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
<b>Genus Innovation Limited</b> (Promoter Company)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
<b>Genus Electrotech Limited</b>	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
<b>Kailash Coal &amp; Coke Company Limited</b> (Promoter Company)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
<b>Yajur Commodities Limited (Formerly Virtuous Urja Limited)</b> (Group Company)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
<b>Genus Apparels Limited</b> (Common directorship)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.

2. Details of material contracts or arrangement or transactions not at arm's length basis
NIL

For and on behalf of the Board

**Kailash Chandra Agarwal**  
Managing Director & CEO

**Himanshu Agarwal**  
Whole Time Director

**Sanjay Kumar Agarwal**  
Chief Financial Officer

**Anuj Ahluwalia**  
Company Secretary

# Annexure-IV

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2017

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014

### I. REGISTRATION & OTHER DETAILS:

1.	CIN	L21098UP2012PLC048300
2.	Registration Number	048300
3.	Name of the Company	GENUS PAPER & BOARDS LIMITED
4.	Category/Sub-category of the Company	Public Limited Company
5.	Address of the Registered office & contact details	Village Aghwanpur, Kanth Road, Moradabad-244001 (U.P.) Tel: 0591-2511171
6.	Whether listed company Yes/No	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NICHE TECHNOLOGIES PVT. LTD. D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700 001 Phone: 033 22357270 / 7271 Fax: 033 22156823 Email: nichetechpl@nichetechpl.com Website: www.nichetechpl.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Kraft Paper	17014	93.25
2	M. S. Ingot	24103	5.61
3	Others	-	1.14

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section of Companies Act, 2013
NIL					

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
(1) <b>Indian</b>									
a) Individual / HUF	69195527	0	69195527	26.911	69195527	0	69195527	26.911	0.000
b) Central Government	0	0	0	0	0	0	0	0	0.000
c) State Government	0	0	0	0	0	0	0	0	0.000
d) Bodies Corporate	60611227	0	60611227	23.573	60611227	0	60611227	23.573	0.000
e) Banks / Financial	0	0	0	0	0	0	0	0	0.000
f) Any Other	0	0	0	0	0	0	0	0	0.000
<b>Sub-total (A)(1)</b>	129806754	0	129806754	50.484	129806754	0	129806754	50.484	0.000
(2) <b>Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.000
b) Other - Individuals	0	0	0	0	0	0	0	0	0.000
c) Bodies Corporate	0	0	0	0	0	0	0	0	0.000
d) Banks / Financial	0	0	0	0	0	0	0	0	0.000
e) Any Other	0	0	0	0	0	0	0	0	0.000
<b>Sub-total (A)(2)</b>	0	0	0	0.000	0	0	0	0.000	0.000
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	129806754	0	129806754	50.484	129806754	0	129806754	50.484	0.000
<b>B. PUBLIC SHAREHOLDING</b>									

<b>(1) Institutions</b>									
a) Mutual Funds	23945	99000	122945	0.048	0	99000	99000	0.039	-0.009
b) Banks / Financial	0	6000	6000	0.002	20001	6000	26001	0.010	0.008
c) Central Governments	0	0	0	0	0	0	0	0	0.000
d) State Governments	0	0	0	0	0	0	0	0	0.000
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.000
f) Insurance Companies	0	0	0	0	0	0	0	0	0.000
g) Foreign Institutional	55000	0	55000	0.021	0	0	0	0	-0.021
h) Foreign Venture Capital	0	43000	43000	0.017	0	43000	43000	0.017	0.000
i) Others (Specify)									
FPI-Corporate Cat – II	38110	0	38110	0.015	93110	0	93110	0.036	0.021
<b>Sub-total (B)(1)</b>	<b>117055</b>	<b>148000</b>	<b>265055</b>	<b>0.103</b>	<b>113111</b>	<b>148000</b>	<b>261111</b>	<b>0.102</b>	<b>-0.001</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corporate	0	0	0	0	0	0	0	0	0.000
i) Indian	17438316	30000	17468316	6.794	15589543	30000	15619543	6.075	-0.719
ii) Overseas	0	0	0	0	0	0	0	0	0.000
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	30783144	2382755	33165899	12.899	32839453	2262705	35102158	13.652	0.753
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	64520612	0	64520612	25.093	63337004	0	63337004	24.633	-0.460
c) Others Specify									
1. NRI	8947088	1071000	10018088	3.896	9077841	1029000	10106841	3.931	0.035
2. Overseas Corporate	0	0	0	0	0	0	0	0	0.000
3. Foreign Nationals	0	0	0	0	0	0	0	0	0.000
4. Clearing Members	1881216	0	1881216	0.732	2892529	0	2892529	1.125	0.393
5. Trusts	0	0	0	0	0	0	0	0	0.000
6. Foreign Bodies - D.R.	0	0	0	0	0	0	0	0	0.000
<b>Sub-total (B)(2)</b>	<b>123570376</b>	<b>3483755</b>	<b>127054131</b>	<b>49.413</b>	<b>123736370</b>	<b>3321705</b>	<b>127058075</b>	<b>49.415</b>	<b>0.002</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>123687431</b>	<b>3631755</b>	<b>127319186</b>	<b>49.516</b>	<b>123849481</b>	<b>3469705</b>	<b>127319186</b>	<b>49.516</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
<b>GRAND TOTAL (A+B+C)</b>	<b>253494185</b>	<b>3631755</b>	<b>257125940</b>	<b>100.000</b>	<b>253656235</b>	<b>3469705</b>	<b>257125940</b>	<b>100.000</b>	<b>0.000</b>

## B. Shareholding of Promoters

Sl. No.	Shareholder's Name	Category	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
			No. of Shares	% of total shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Aditya Todi	IND	15000	0.006	0.000	15000	0.006	0.000	0.000
2	Amit Agarwal	HUF	146150	0.057	0.000	146150	0.057	0.000	0.000
3	Amit Kumar Agarwal	IND	1316076	0.512	0.000	1316076	0.512	0.000	0.000
4	Amrit Lal Todi	IND	3206000	1.247	100.000	3206000	1.247	100.000	0.000
5	Amrit Lal Todi	HUF	1704500	0.663	5.515	1704500	0.663	5.515	0.000
6	Anand Todi	IND	2991870	1.164	0.000	2991870	1.164	0.000	0.000
7	Anand Todi	HUF	398000	0.155	0.000	398000	0.155	0.000	0.000
8	Anju Agarwal	IND	152740	0.059	0.000	152740	0.059	0.000	0.000
9	Ashutosh Todi	IND	114000	0.044	0.000	114000	0.044	0.000	0.000
10	Bajrang Lal Todi	IND	1181680	0.460	0.000	1181680	0.460	0.000	0.000
11	Baldev Kumar Agarwal	HUF	508000	0.198	0.000	508000	0.198	0.000	0.000
12	Baldev Kumar Agarwal	IND	1520000	0.591	0.000	1520000	0.591	0.000	0.000
13	Banwari Lal Todi	IND	3660160	1.423	0.000	3660160	1.423	0.000	0.000
14	Banwari Lal Todi	HUF	309280	0.120	0.000	309280	0.120	0.000	0.000
15	CRG Trading And Finvest (P) Ltd.	BC	3750210	1.459	0.000	3750210	1.459	0.000	0.000
16	Genus Innovation Limited	BC	4769600	1.855	0.000	4769600	1.855	0.000	0.000
17	Genus International Commodities Limited	BC	4205000	1.635	0.000	4205000	1.635	0.000	0.000
18	Genus Power Infrastructures Limited	BC	500000	0.194	0.000	500000	0.194	0.000	0.000
19	Hi - Print Electromack Private Limited	BC	5574300	2.168	0.000	5574300	2.168	0.000	0.000
20	Himanshu Agrawal	IND	2301836	0.895	0.000	6508136	2.531	0.000	1.636
21	IC Finance Private Ltd	BC	112800	0.044	0.000	112800	0.044	0.000	0.000
22	Ishwar Chand Agarwal	IND	10329447	4.017	0.000	10329447	4.017	0.000	0.000
23	Ishwar Chand Agarwal	HUF	402920	0.157	0.000	402920	0.157	0.000	0.000
24	Jitendra Agarwal	IND	2194809	0.854	0.000	2194809	0.854	0.000	0.000
25	Kailash Chandra Agarwal	IND	13298356	5.172	0.000	13298356	5.172	0.000	0.000
26	Kailash Chandra Agarwal	HUF	1245600	0.484	0.000	1245600	0.484	0.000	0.000

27	Kailash Coal And Coke Company Limited	BC	7926000	3.083	0.000	7926000	3.083	0.000	0.000
28	Kailash Industries Limited	BC	9961560	3.874	0.000	9961560	3.874	0.000	0.000
29	Kailash Vidyut And Ispat Limited	BC	75000	0.029	0.000	75000	0.029	0.000	0.000
30	Manju Devi Todt	IND	374040	0.145	0.000	374040	0.145	0.000	0.000
31	Monisha Agarwal	IND	408610	0.159	0.000	408610	0.159	0.000	0.000
32	Narayan Prasad Todt	HUF	1279000	0.497	0.000	1279000	0.497	0.000	0.000
33	Narayan Prasad Todt	IND	1203600	0.468	0.000	1203600	0.468	0.000	0.000
34	Nishu Todt	IND	436000	0.170	0.000	0	0	0.000	-0.170
35	Parul Agarwal	IND	807000	0.314	0.000	807000	0.314	0.000	0.000
36	Phoos Raj Todt	IND	668000	0.260	0.000	668000	0.260	0.000	0.000
37	Phoos Raj Todt	HUF	759400	0.295	0.000	759400	0.295	0.000	0.000
38	Rajendra Agarwal	IND	2467133	0.960	0.000	2467133	0.960	0.000	0.000
39	Rajendra Kumar Agarwal	HUF	432000	0.168	0.000	432000	0.168	0.000	0.000
40	Rakesh Agarwal	IND	4206300	1.636	0.000	0	0	0.000	-1.636
41	Rubal Todt	IND	904400	0.352	0.000	904400	0.352	0.000	0.000
42	Seema Todt	IND	820600	0.319	0.000	820600	0.319	0.000	0.000
43	Shanti Devi Agarwal	IND	1610000	0.626	0.000	1610000	0.626	0.000	0.000
44	Sharda Todt	IND	1383000	0.538	0.000	1383000	0.538	0.000	0.000
45	Simple Agarwal	IND	751020	0.292	0.000	751020	0.292	0.000	0.000
46	Vishnu Todt	IND	3359000	1.306	0.000	3795000	1.476	0.000	0.170
47	Vishnu Todt	HUF	330000	0.128	0.000	330000	0.128	0.000	0.000
48	Vivekshil Dealers Pvt. Ltd.	BC	23736757	9.232	0.000	23736757	9.232	0.000	0.000
<b>TOTAL</b>			<b>129806754</b>	<b>50.484</b>	<b>2.542</b>	<b>129806754</b>	<b>50.484</b>	<b>2.542</b>	<b>0.000</b>

\*IND – Individual, BC- Body Corporate, HUF-Hindu Undivided Firm

### C. Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ADITYA TODI				
	a) At the Beginning of the Year	15000	0.006		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			15000	0.006
2	AMIT AGARWAL				
	a) At the Beginning of the Year	146150	0.057		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			146150	0.057
3	AMIT KUMAR AGARWAL				
	a) At the Beginning of the Year	1316086	0.512		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1316076	0.512
4	AMRIT LAL TODI				
	a) At the Beginning of the Year	3206000	1.247		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3206000	1.247
5	AMRIT LAL TODI				
	a) At the Beginning of the Year	1704500	0.663		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1704500	0.663
6	ANAND TODI				
	a) At the Beginning of the Year	2991870	1.164		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2991870	1.164
7	ANAND TODI				
	a) At the Beginning of the Year	398000	0.155		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			398000	0.155
8	ANJU AGARWAL				
	a) At the Beginning of the Year	152740	0.059		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			152740	0.059

9	ASHUTOSH TODI				
	a) At the Beginning of the Year	114000	0.044		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			114000	0.044
10	BAJRANG LAL TODI				
	a) At the Beginning of the Year	1181680	0.460		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1181680	0.460
11	BALDEV KUMAR AGARWAL				
	a) At the Beginning of the Year	508000	0.198		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			508000	0.198
12	BALDEV KUMAR AGARWAL				
	a) At the Beginning of the Year	1520000	0.591		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1520000	0.591
13	BANWARI LAL TODI				
	a) At the Beginning of the Year	3660160	1.423		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			3660160	1.423
14	BANWARI LAL TODI				
	a) At the Beginning of the Year	309280	0.120		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			309280	0.120
15	CRG TRADING AND FINVEST (P) LTD.				
	a) At the Beginning of the Year	3750210	1.459		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			3750210	1.459
16	GENUS INNOVATION LIMITED				
	a) At the Beginning of the Year	4769600	1.855		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			4769600	1.855
17	GENUS INTERNATIONAL COMMODITIES LIMITED				
	a) At the Beginning of the Year	4205000	1.635		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			4205000	1.635
18	GENUS POWER INFRASTRUCTURES LIMITED				
	a) At the Beginning of the Year	500000	0.194		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			500060	0.194
19	HI - PRINT ELECTROMACK PRIVATE LIMITED				
	a) At the Beginning of the Year	5574300	2.168		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			5574300	2.168
20	HIMANSHU AGRAWAL				
	a) At the Beginning of the Year	2301836	0.895		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	4206300	1.636	6508136	2.531
	c) At the End of the Year			6508136	2.531
21	IC FINANCE PRIVATE LTD				
	a) At the Beginning of the Year	112800	0.044		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			112800	0.044
22	ISHWAR CHAND AGARWAL				
	a) At the Beginning of the Year	10329447	4.017		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			10329447	4.017
23	ISHWAR CHAND AGARWAL				

	a) At the Beginning of the Year	402920	0.157		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			402920	0.157
<b>24</b>	<b>JITENDRA AGARWAL</b>				
	a) At the Beginning of the Year	2194809	0.854		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			2194809	0.854
<b>25</b>	<b>KAILASH CHANDRA AGARWAL</b>				
	a) At the Beginning of the Year	13298356	5.172		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			13298356	5.172
<b>26</b>	<b>KAILASH CHANDRA AGARWAL</b>				
	a) At the Beginning of the Year	1245600	0.484		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1245600	0.484
<b>27</b>	<b>KAILASH COAL AND COKE COMPANY LIMITED</b>				
	a) At the Beginning of the Year	7926000	3.083		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			7926000	3.083
<b>28</b>	<b>KAILASH INDUSTRIES LIMITED</b>				
	a) At the Beginning of the Year	9961560	3.874		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			9961560	3.874
<b>29</b>	<b>KAILASH VIDYUT AND ISPAT LIMITED</b>				
	a) At the Beginning of the Year	75000	0.029		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			75000	0.029
<b>30</b>	<b>MANJU DEVI TODI</b>				
	a) At the Beginning of the Year	374040	0.145		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			374040	0.145
<b>31</b>	<b>MONISHA AGARWAL</b>				
	a) At the Beginning of the Year	408610	0.159		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			408610	0.159
<b>32</b>	<b>NARAYAN PRASAD TODI</b>				
	a) At the Beginning of the Year	1279000	0.497		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1279000	0.497
<b>33</b>	<b>NARAYAN PRASAD TODI</b>				
	a) At the Beginning of the Year	1203600	0.468		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			1203600	0.468
<b>34</b>	<b>NISHU TODI</b>				
	a) At the Beginning of the Year	436000	0.170		
	b) Changes during the year				
	Date Reason				
	23/12/2016 Transfer	-436000	0.170	0	0.000
	c) At the End of the Year			0	0.000
<b>35</b>	<b>PARUL AGARWAL</b>				
	a) At the Beginning of the Year	807000	0.314		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			807000	0.314
<b>36</b>	<b>PHOOS RAJ TODI</b>				
	a) At the Beginning of the Year	668000	0.260		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			668000	0.260
<b>37</b>	<b>PHOOS RAJ TODI</b>				
	a) At the Beginning of the Year	759400	0.295		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		



	c) At the End of the Year			759400	0.295
38	RAJENDRA AGARWAL				
	a) At the Beginning of the Year	2467133	0.960		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2467133	0.960
39	RAJENDRA KUMAR AGARWAL				
	a) At the Beginning of the Year	432000	0.168		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			432000	0.168
40	RAKESH AGARWAL				
	a) At the Beginning of the Year	4206300	1.636		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	-4206300	1.636	0	0.000
	c) At the End of the Year			0	0.000
41	RUBAL TODI				
	a) At the Beginning of the Year	904400	0.352		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			904400	0.352
42	SEEMA TODI				
	a) At the Beginning of the Year	820600	0.319		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			820600	0.319
43	SHANTI DEVI AGARWAL				
	a) At the Beginning of the Year	1610000	0.626		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1610000	0.626
44	SHARDA TODI				
	a) At the Beginning of the Year	1383000	0.538		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1383000	0.538
45	SIMPLE AGARWAL				
	a) At the Beginning of the Year	751020	0.292		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			751020	0.292
46	VISHNU TODI				
	a) At the Beginning of the Year	3359000	1.306		
	b) Changes during the year				
	Date Reason				
	23/12/2016 Transfer	436000	0.170	3795000	1.476
	c) At the End of the Year			3795000	1.476
47	VISHNU TODI				
	a) At the Beginning of the Year	330000	0.128		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			330000	0.128
48	VIVEKSHIL DEALERS PVT. LTD.				
	a) At the Beginning of the Year	23736757	9.232		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			23736757	9.232
	<b>TOTAL</b>	<b>129806754</b>	<b>50.484</b>	<b>129806814</b>	<b>50.484</b>

**D. Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DIAMOND DEALCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	2300000	0.895		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2300000	0.895

2	GEMUS AGENTS PRIVATE LIMITED				
	a) At the Beginning of the Year	1975000	0.768		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1975000	0.768
3	LATA BHANSHALI				
	a) At the Beginning of the Year	1854830	0.721		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1854830	0.721
4	MANEK BHANSHALI				
	a) At the Beginning of the Year	1350000	0.525		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1350000	0.525
5	MANGAL BHANSHALI				
	a) At the Beginning of the Year	2150000	0.836		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2150000	0.836
6	MONDIP KUMAR TAMULY				
	a) At the Beginning of the Year	47543850	18.490		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			47543850	18.490
7	PROFITEX SHARES AND SECURITIES PRIVATE LIMITED				
	a) At the Beginning of the Year	2021790	0.786		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2021790	0.786
8	RAJESH BOTHRA				
	a) At the Beginning of the Year	6150600	2.392		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			6150600	2.392
9	TALMA CHEMICAL INDUSTRIES PVT LTD				
	a) At the Beginning of the Year	2070880	0.805		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2070880	0.805
10	VALLABH ROOPCHAND BHANSHALI				
	a) At the Beginning of the Year	3052400	1.187		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3052400	1.187
	<b>TOTAL</b>	<b>70469350</b>	<b>27.407</b>	<b>70469350</b>	<b>27.407</b>

#### E. Shareholding of Directors & Key Managerial Personnel

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ishwar Chand Agarwal (Director)				
	a) At the Beginning of the Year	10329447	4.017		
	b) Changes during the year	[No Changes during the Year]			
	c) At the End of the Year			10329447	4.017
2	Kailash Chandra Agarwal (Director & KMP)				
	a) At the Beginning of the Year	13298356	5.172		
	b) Changes during the year	[No Changes during the Year]			
	c) At the End of the Year			13298356	5.172

3	Himanshu Agarwal (Director & KMP)				
	a) At the Beginning of the Year	2301836	0.895		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	4206300	1.636	6508136	2.531
	c) At the End of the Year			6508136	2.531
4	Sanjay Kumar Agarwal (KMP)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[No Changes during the Year]			
	c) At the End of the Year			0	0.000
5	Anuj Ahluwalia (KMP)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year	[No Changes during the Year]			
	c) At the End of the Year			0	0.000

## V. INDEBTEDNESS

(Rs. in Lakh)

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	6298.11	300.13	0	6598.24
ii. Interest due but not paid	0	0	0	0.00
iii. Interest accrued but not due	0	0	0	0.00
<b>Total (i+ii+iii)</b>	<b>6298.11</b>	<b>300.13</b>	<b>0</b>	<b>6598.24</b>
Change in Indebtedness during the financial year				
* Addition	21.17	0	0	21.17
* Reduction	-1174.62	-300.13	0	-1474.75
<b>Net Change</b>	<b>1153.45</b>	<b>-300.13</b>	<b>0</b>	<b>1453.58</b>
Indebtedness at the end of the financial year				
i. Principal Amount	5102.32	0	0	5102.32
ii. Interest due but not paid	0	0	0	0.00
iii. Interest accrued but not due	0	0	0	0.00
<b>Total (i+ii+iii)</b>	<b>5102.32</b>	<b>0</b>	<b>0</b>	<b>5102.32</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lakh)

SN.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Kailash Chandra Agarwal (MD & CEO)	Himanshu Agarwal (WTD)	Surya Prakash Sinha (WTD)	
1	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	67.20	67.20	7.20	141.6
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax	-	-	-	Nil
2	Stock Option	-	-	-	Nil
3	Sweat Equity	-	-	-	Nil
4	Commission	-	-	-	Nil
5	Others, please specify	-	-	-	Nil
	<b>Total (A)</b>	<b>67.20</b>	<b>67.20</b>	<b>7.20</b>	<b>141.6</b>
	Ceiling as per the Act	10% of the Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013			

**B. REMUNERATION TO OTHER DIRECTORS**

(Rs. in Lakh)

SN.	Particulars of Remuneration	Name of Directors						Total Amount
		Ishwar Chand Agarwal	Udit Agarwal	Rajendra Aggarwal	Rameshwar Pareek	Bhairon Singh Solanki	Anu Sharma	
1	<b>Independent Directors</b>							
	Fee for attending board committee	-	-	-	-	-	-	Nil
	Commission	-	-	-	-	-	-	Nil
	Others, please specify	-	-	-	-	-	-	Nil
	<b>Total (1)</b>	-	-	-	-	-	-	Nil
2	<b>Other Non-Executive Directors</b>							
	Fee for attending board committee	-	-	-	-	-	-	Nil
	Commission	-	-	-	-	-	-	Nil
	Others, please specify	-	-	-	-	-	-	Nil
	<b>Total (2)</b>	-	-	-	-	-	-	Nil
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-	Nil
	<b>Total Managerial Remuneration (A+B)</b>							<b>138.00</b>
	Overall Ceiling as per the Act	11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013						

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

(Rs. in Lakh)

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO Not Applicable (CEO is a MD)	CFO Sanjay Kumar Agarwal	CS Anuj Ahluwalia	Total Amount
1	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	9.99	4.80	<b>14.79</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	Nil
2	Stock Option	-	-	-	Nil
3	Sweat Equity	-	-	-	Nil
4	Commission	-	-	-	Nil
	- as % of profit	-	-	-	Nil
	- others, specify...	-	-	-	Nil
5	Others, please specify	-	-	-	Nil
	<b>Total</b>	-	<b>9.99</b>	<b>4.80</b>	<b>14.79</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Type	Clause of SEBI Listing Agreement	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	None				
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

## ANNEXURE – V

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014:

### A. CONSERVATION OF ENERGY:

In line with the Company's commitment towards conservation of natural resources, all business units have continued with their efforts to improve energy usage efficiencies.

Energy Conservation Measures Taken	The Company is running smoothly its own <b>12 MW Co-generation Captive Power Plant</b> .
Additional Investment & Proposal, if any, being implemented for reduction of consumption of energy.	The Company is engaged in the continuous process of energy conservation through improved operational and maintenance practices.
Impact of measures at (1) & (2) above for the reduction of energy consumption and consequent impact on the cost of production of goods.	Improvement in existing process, improved performance, improved productivity, cost reduction etc.
Total Energy Consumption and Energy Consumption per unit of Production.	Please see <b>Form – A</b> annexed herewith.

### FORM A

	POWER & FUEL CONSUMPTION	2016-17	2015-16
<b>1. Electricity</b>			
	<b>(a) Purchased Units (Lacs)</b>	0.00	0.00
	Total Cost (Rs. In Lacs)	0.00	0.00
	Rate / Unit (Rs.)	0.00	0.00
	<b>(b) Own Generation</b>		
	(i) Through Diesel Generator Units (Lacs)	12.01	12.88
	Electric Units per unit (Ltrs.) of Fuel	3.59	3.56
	Fuel Cost/Unit (Rs.)	13.01	11.83
	(ii) Through Turbine Units (Lacs)	510.32	527.61
	Electric Units per unit of Fuel (MT)	870.22	939.63
	Fuel Cost/Unit (Rs.)	5.96	6.66
<b>2. Coal/Husk/Wood fire</b>			
	Quantity (Tones)	58643.489	56150.368
	Total Cost (Rs. In Lacs)	3040.78	3512.37
	Average Rate per M.T. (Rs.)	5185.20	6255.29
<b>3. HSD/FO/SKO/LDO</b>			
	Quantity (K. Ltrs.)	334.46	361.75
	Total Cost (Rs. In Lacs)	156.20	152.41
	Average Rate per Liter (Rs.)	46.70	42.13

<b>B. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R&amp;D):</b>	The Company is committed to driving sustainable production through innovative technology.
<b>C. FOREIGN EXCHANGE EARNING AND OUTGO:</b>	
<b>(a) Activities relating to Export initiatives</b>	Nil
<b>(b) Total Foreign Exchange Earned and Outgo:</b>	
Foreign Exchange Earned (Rs.)	Nil
Foreign Exchange Outgo (Rs.)	<b>1170864</b>

# Report on Corporate Governance

(Pursuant to Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Genus is committed to the adoption of and adherence to the best Corporate Governance practices at all times. The essence of good Corporate Governance includes, inter-alia, transparency, integrity, accountability, fair and true disclosure, monitoring, compliance with all laws and regulations, and corporate responsibility towards stakeholders.

The basic philosophy of the Company has been to achieve business excellence, to enhance shareholders value, keeping in view the needs and the interest of the shareholders.

The Board of Directors ('the Board') is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

## BOARD OF DIRECTORS

### Composition of Board

The Company's Board have an optimum combination of Executive, Non-Executive and Independent Directors who are eminent persons with professional expertise and valuable experience in their respective areas of specialization and bring a wide range of skills and experience to the Board. Currently, the Company have total 9 directors comprising of; three Executive Directors, one Non-Executive Promoter Director and five Non-Executive Independent Directors (including Mrs. Anu Sharma, Independent Woman Director).

The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairman of the Board is a Non - Executive Chairman and is a Promoter of the Company. The number of Independent Directors and Non-Executive Directors are more than 50% of the total number of Directors of the Company.

During the financial year 2016-17, none of the Director is a member of more than ten Board level Committees or Chairman of more than five Committees across companies in which he/she is a Director.

Composition of Board of Directors and other details as on 31st March, 2017 are given below:

Name of the Directors	Category of Directorship	No. of other directorships held <sup>1</sup>	Other Committees positions held <sup>2</sup>	
			As Chairman	As Member
Ishwar Chand Agarwal – Chairman	Non Executive, Promoter	9	-	-
Kailash Chandra Agarwal	Executive Director, Promoter	5	-	1
Himanshu Agarwal	Executive Director, Promoter	2	-	-
Surya Prakash Sinha	Executive, Non Independent	1	-	-
Rameshwar Pareek	Independent, Non Executive	5	2	1
Bhairon Singh Solanki	Independent, Non Executive	1	-	2
Udit Agarwal	Independent, Non Executive	1	-	-
Rajendra Aggarwal	Independent, Non Executive	1	-	-
Anu Sharma	Independent, Non Executive	-	-	-

### Notes:

1. Excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
2. Committees viz. the Audit Committee and the Stakeholders Relationship Committee are considered.
3. Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal and Mr. Himanshu Agarwal are relatives of each other. None of other Directors are related to any other Director on the Board.

### Number of Board Meetings and Directors' Attendance Record

During the financial year 2016-17 the Board of Directors met 4 (Four) times on 30/05/2016, 12/08/2016, 14/11/2016 and 10/02/2017. The gap between two Board meetings did not exceed 120 days.

Name of Directors	DIN	Board Meetings during the Year		Attendance at Last Annual General Meeting (AGM)
		Held	Attended	
Ishwar Chand Agarwal	00011152	4	1	Yes
Kailash Chandra Agarwal	00895365	4	4	Yes
Himanshu Agarwal	00065185	4	4	Yes
Rameshwar Pareek	00014224	4	4	No
Bhairon Singh Solanki	00012141	4	2	No
Udit Agarwal	02820615	4	4	Yes
Surya Prakash Sinha	06530766	4	3	Yes
Rajendra Aggarwal	07036881	4	2	No
Anu Sharma	07301904	4	4	No



## INDEPENDENT DIRECTORS

All the Independent Directors on Genus's Board are persons of integrity and possess relevant expertise and experience and have declared that they meet the criteria of independence as prescribed under section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being qualified as an Independent Director.

In compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Directors on the Board of the Company does not serve as Independent Directors in more than 7 (seven) Listed Companies or in case he/she is serving as a Whole Time Director in any Listed Company, does not hold such position in more than 3 (three) Listed Companies.

The current tenure of all Independent Directors of the Company (except Mrs. Anu Sharma) is for a term of 5 consecutive years commencing from 01<sup>st</sup> August, 2014 upto 31<sup>st</sup> July, 2019. The tenure of Mrs. Anu Sharma is for a term of 5 consecutive years commencing from 12<sup>th</sup> October, 2015 upto 11<sup>th</sup> October, 2020.

The company has issued formal letter of appointment to all independent directors in the manner as provided under Companies Act, 2013. The terms and conditions of their appointment have also been disclosed on the website of the company - [www.genuspaper.com](http://www.genuspaper.com).

### Performance evaluation of Independent Directors

The Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Board of the Company, its Committees and the individual Board members, including Independent Directors.

In compliance with Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of all Independent Directors has been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever their respective term expires.

### Meeting of Independent Directors

The Independent Directors (IDs) met on 14<sup>th</sup> February, 2017 without the presence of Non-Independent Directors and members of the Management. At this meeting, the IDs reviewed the performance of Non-independent Directors (including the Chairman) and the Board as a whole. The IDs also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform their duties.

### Familiarization Programme for Independent Directors

The Company has formulated a program to familiarize the independent directors with the company, nature of the industry in which the company operates, business model of the company, so as to gain a clear understanding of their roles and responsibilities and contribute significantly towards the growth of the Company. They have full opportunity to interact with Senior Management Personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part. Each newly appointed Independent Director is taken through a formal induction program including the presentation on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The induction for Independent Directors include interactive sessions with Executive Director, Business and Functional Heads, visit to the manufacturing site etc. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members.

The details of such Familiarization Programme have been disclosed on the company's website - [www.genuspaper.com](http://www.genuspaper.com) and a web link thereto is <http://www.genuspaper.com/pdf/Familiarisation%20Programme%20for%20IDs.pdf>

## CODE OF CONDUCT

The Board has adopted the code of conduct for all Board members and senior management of the company. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. The code of conduct is available on the website of the company – [www.genuspaper.com](http://www.genuspaper.com)

All Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2016-17. A declaration to this effect signed by the CEO is placed at the end of this report.

## BOARD'S COMMITTEES

Genus has five Board level Committees:

- i. Audit Committee,
- ii. Nomination and Remuneration Committee,
- iii. Corporate Social Responsibility Committee,
- iv. Risk Management Committee, and
- v. Stakeholders Relationship Committee.

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below.

### Audit Committee

The Company has a qualified and independent audit committee during the financial year 2016-17.

The Audit Committee met 4 (Four) times on 30/05/2016, 12/08/2016, 26/09/2015, 14/11/2016, and 10/02/2017. The time gap between any two meetings was less than four months.

The composition of the Committee and the attendance details of the members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Udit Agarwal	Independent Non Executive Director	Chairman	4	4
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	4	3
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	4	1
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member	4	4

All members of the Audit Committee have accounting and financial knowledge. The Company Secretary acts as the secretary of the committee.

The terms of reference of Audit Committee are wide enough covering the matters specified for Audit Committee under the revised Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

### Nomination and Remuneration Committee

During the financial year 2016-17, the Nomination and Remuneration Committee met 4 (Four) times on 20/05/2016, 01/08/2016, 14/11/2016, and 13/02/2017.

The composition of the Committee and the attendance details of the members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Udit Agarwal	Independent Non Executive Director	Chairman	4	4
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	4	3
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	4	1

The Company Secretary acts as the secretary of the committee.

The roles and responsibilities of the Committee, inter alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

### Remuneration Policy

In accordance with the relevant provisions of Companies Act, 2013 and Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Policies/ Framework have been adopted by the Board upon recommendation of the Nomination and Remuneration Committee:

1. Remuneration Policy relating to remuneration of Directors, Key Managerial Personnel and other employees.
2. Framework for evaluation of the Board, its Committees and individual Board Members including Independent Directors.
3. Framework for determining qualifications, positive attributes and independence of a director.
4. Framework for the appointment of directors and senior management personnel.

#### 1. Non-Executive Directors (including Independent Directors)

Fees and compensation, if any, paid to any Non-Executive Director, including Independent Director shall be fixed by the Board of Directors and shall be previously approved by the shareholders at the general body meeting. Further, the Independent Directors shall not be entitled to any stock options.

#### 2. Executive Directors

The Board of Directors on the recommendation of the Nomination and Remuneration Committee fixes remuneration of Executive Directors (i.e. Managing Director/ Whole-Time Director) and thereafter the same is approved by the shareholders at a General Meeting. The remuneration structure comprises of salary, allowances, commissions, perquisites and employee benefits, if any.

The evaluation criteria of the Board, its Committees and individual Board Members including Independent Directors have been disclosed in the Director's Report which forms part of the Annual Report. The formal Remuneration policy of the Company is available on the website of the Company [www.genuspaper.com](http://www.genuspaper.com) at the weblink <http://www.genuspaper.com/pdf/Remuneration%20Policy.pdf>

## REMUNERATION TO DIRECTORS

Details of remuneration paid to Directors for the Financial Year 2016-17 is as under:

Name of Directors	Salary	Perquisites & Allowances	Commission	Sitting Fee	Total	(In Rupees except Share data)	
						Service Contract	No of Equity Share held
Ishwar Chand Agarwal	-	-	-	-	-	-	10329447
Kailash Chandra Agarwal	67,20,000	-	-	-	67,20,000	-	13298356
Himanshu Agarwal	67,20,000	-	-	-	67,20,000	-	6508136
Surya Prakash Sinha	7,20,000	-	-	-	7,20,000	-	-
Rameshwar Pareek	-	-	-	-	-	-	-
Bhairon Singh Solanki	-	-	-	-	-	-	-
Udit Agarwal	-	-	-	-	-	-	-
Rajendra Aggarwal	-	-	-	-	-	-	-
Anu Sharma	-	-	-	-	-	-	-

The Company does not have any Stock Option Scheme and Pension Scheme.

The Company did not have any material pecuniary relationship or transactions with Non-Executive Directors during the year.

### Notice Period

The Notice Period for the Managing /Executive/Whole-Time Director is one month from either side for resigning/ terminating from the services of the Company.

### Severance Fees

No Severance Fees has been paid or payable by the Company.

## CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

During the financial year 2016-17, the Committee met 1 (one) times on 31/03/2017.

The composition of the Committee and the attendance details of the members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Udit Agarwal	Independent Non Executive Director	Chairman	1	1
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	1	1
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member	1	1
Mr. Himanshu Agarwal	Executive Promoter Director	Member	1	-

The Company Secretary acts as the secretary of the committee.

The roles and responsibilities of the Committee, inter alia, include the following:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in compliance with the Companies Act, 2013 and rules thereunder.
- Recommend the amount of expenditure to be incurred on the activities as above, and
- Monitor the CSR Policy of the company from time to time.

The Company has formulated the CSR Policy in line with Schedule VII of the Companies Act, 2013. The key focus areas where special Community Development programmes would be run are:

- Promoting Health care including preventive health care;
- Eradicating hunger, poverty and malnutrition;
- Ensuring environmental sustainability;
- Employment and livelihood enhancing vocational skills and projects.

The formal CSR policy of the Company is available on the website of the Company [www.genuspaper.com](http://www.genuspaper.com) at the weblink <http://www.genuspaper.com/pdf/CSR%20policy.pdf>

During the Financial Year 2016-17, the Committee periodically monitored the progress on CSR activities undertaken by the Company. The Company has not been able to spend the mandatory 2% of average net profits of immediately preceding 3 years on various CSR activities, the details of which are given in CSR Report approved by the Committee and attached to the Directors' Report.

### Risk Management Committee

During the financial year 2016-17, the Committee met 1 (one) times on 31/03/2017.

The terms of reference of the Committee are:

- Overseeing key risks, including strategic, financial, operational and compliance risks.
- Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.
- Developing risk management policy and risk management system/framework for the Company.

The composition of the Committee and the attendance details of the members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Himanshu Agarwal	Executive Promoter Director	Chairman	1	1
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member	1	1
Mr. Sanjay Kumar Agarwal	CFO	Member	1	1

### Stakeholders Relationship Committee

During the financial year 2016-17, the Committee met 2 (two) times on 14/04/2016 and 13/02/2017.

The Committee ensures cordial investor relations and oversees the mechanism for redressal of investors' grievances. The Committee specifically looks into redressing shareholders'/ investors' complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non- receipt of dividend and other allied complaints.

The composition of the Committee and the attendance details of the members are given below:

Name of the Member	Category	Status	No. of Meetings	
			Held	Attended
Mr. Udit Agarwal	Independent Non Executive Director	Chairman	2	2
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	2	1
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	2	1

### Investor Grievance Redressal

Details of investors complaints during the Financial Year ended 31<sup>st</sup> March, 2017 are given in the table below:

Pending as on 1 April, 2016	NIL
Received during the year	2
Resolved during the year	2
Pending as on 31 March, 2017	NIL

### SUBSIDIARY COMPANIES

The Company has no Subsidiary during the financial year 2016-17.

### RELATED PARTY TRANSACTIONS AND DISCLOSURE

The Company has formulated a policy on materiality of Related Party Transactions and a policy on dealing with Related Party Transactions, in accordance with the relevant provisions of Companies Act, 2013 and Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Such policies are available on the website of the Company at [www.genuspaper.com](http://www.genuspaper.com/pdf/Policy%20for%20Related%20Party%20Transactions.pdf) and a web link thereto is <http://www.genuspaper.com/pdf/Policy%20for%20Related%20Party%20Transactions.pdf>

All related party transactions are entered into with prior approval of Audit committee. However, Related Party Transactions of repetitive nature are approved by the Audit Committee on omnibus basis for one year at a time. Statements of all RPTs entered into by the company pursuant to omnibus approvals basis are reviewed by the Audit Committee on a quarterly basis.

During the financial year 2016-17, the Company did not have materially significant transactions with related parties (i.e. its promoters, Directors or KMPs, or their relatives and its subsidiaries, etc.), that may have potential conflict with the interest of the Company at large.

*[As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.]*

Transactions with related parties have been disclosed in Note no. 32.2 of the Standalone Financial Statements.

## DISCLOSURES

### Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards. The significant accounting policies which are applied have been set out in the Notes to Financial Statements.

### Whistle Blower Policy / Vigil Mechanism

The company has devised a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year 2016-17, there were no instances of unethical behaviour, fraud or violation of the company's code of conduct or ethics policy and no personnel have been denied access to the audit committee.

The details of establishment of such mechanism are disclosed on the website of the Company viz. [www.genuspaper.com](http://www.genuspaper.com) and in the Board's report.

### Details of non-compliance

There is no such non-compliance during the financial year 2016-17 in the Company.

### Auditors' certificate on corporate governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate is annexed to this report.

### CEO and CFO certification

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO have given appropriate certifications to the Board of Directors and are annexed to this report.

### Prohibition of Insider Trading Practices

In compliance with the SEBI regulations for Insider Trading and the provisions of Companies Act, 2013, the Company has in place a comprehensive Code of Conduct for Prevention of Insider Trading, for its directors and designated persons.

The Company has also formulated and adopted a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company.

The Company Secretary has been appointed as the Compliance Officer.

The above Code of Conduct are available on the website of the Company - [www.genuspaper.com](http://www.genuspaper.com).

### Legal Compliance Reporting

The Board of Directors reviews quarterly report of compliance with respect to all laws and regulations applicable to the Company. The Company has devised a Legal Compliance reporting mechanism, wherein the Company Secretary shall obtain the Compliance status reports from the respective person who is responsible for compliance within the Company, and submit periodically a comprehensive compliance report to the Executive Director(s) of the Company.

Any non compliance is seriously taken up by the Board, with fixation of accountability and reporting of steps taken for rectification of non-compliance.

## MANAGEMENT: Management Discussion and Analysis

A detailed report on the Management Discussion and Analysis is presented in a separate section, which forms part of this Annual Report.

## SHAREHOLDERS

### Appointment / Re-appointment of Directors

A brief resume of the Directors being appointed/ re-appointed, the nature of their expertise in specific functional areas, names of other companies in which they hold/have held Directorships, Committee Memberships/ Chairmanships, their shareholding etc., are furnished in the explanatory statement to the notice of the ensuing AGM.

## GENERAL BODY MEETINGS

### Annual General Meetings

Details of the last three Annual General Meetings held are given below:

Financial Year	Location / Venue of the Meeting	Date & Time
2013-14	Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)	30.09.2014 / 10:30 A.M.
2014-15	Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)	26.09.2015 / 10:30 A.M.
2015-16	Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)	13.09.2016 / 04:00 P.M.

The following Special Resolutions were passed in the previous three Annual General Meetings (AGM):

AGM Date	Particulars of Special Resolutions passed at AGM
30.09.2014	<p>Ψ Power to borrow funds in excess of the limits prescribed u/s 180(c) of the Companies Act, 2013.</p> <p>Ψ Power to create charge/mortgage etc. over the assets and undertakings of the company to secure the funds borrowed.</p> <p>Ψ Transactions with related party u/s 188 of the Companies Act, 2013.</p> <p>Ψ Re-appointment of Shri Kailash Chandra Agarwal as Managing Director &amp; CEO.</p> <p>Ψ Re-appointment of Shri Himanshu Agarwal as Whole Time Director.</p> <p>Ψ Amendment in the Articles of Association of the Company.</p>
26.09.2015	<p>Ψ Transactions with related party u/s 188 of the Companies Act, 2013.</p> <p>Ψ Revision in the remuneration of Shri Kailash Chandra Agarwal, Managing Director &amp; CEO of the Company.</p>
13.09.2016	<p>Ψ Ratification of remuneration of Cost Auditors for the FY 2016-17.</p> <p>Ψ Appointment of Mrs. Anu Sharma as an Independent Director.</p> <p>Ψ Transaction with related party u/s 188 of the Companies Act, 2013.</p> <p>Ψ Re-appointment of Shri Surya Prakash Sinha as Whole Time Director.</p>

### Postal Ballot

During the last year, the Company has passed no resolution through Postal Ballot.

During the financial year 2016-17, no resolution is proposed to be passed through postal ballot at this AGM.

## MEANS OF COMMUNICATION

- Annual Report, Notice etc. are sent to the shareholder in the prescribed manner.
- The financial results are normally published in the newspaper viz. Financial Chronicle (All Editions-English) and Naya India (Delhi Edition-Hindi).
- Periodical compliances like Financial Results, Shareholding Pattern and Corporate Governance Report etc. are filed electronically on NEAPS/ BSE Listing centre.
- All price sensitive information or clarifications on the decisions of the Board are communicated immediately to the Stock Exchanges for dissemination to the shareholders.
- The Company's financial results and other official news releases and presentations are displayed on the website of the Company - [www.genuspaper.com](http://www.genuspaper.com).

## GENERAL SHAREHOLDERS' INFORMATION

<b>Company Registration Details</b>	The Company is registered in the State of Uttar Pradesh, India. The Corporate Identification Number (CIN) of the Company is L21098UP2012PLC048300.
<b>Annual General Meeting</b>	
<b>Date</b>	September 21 2017
<b>Time</b>	10:00 A.M.
<b>Venue</b>	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
<b>Financial Year</b>	01 <sup>st</sup> April to 31 <sup>st</sup> March
<b>Tentative Calendar for FY 2017-18</b>	
For 1st Quarter ended 30th June, 2017	By 14th August, 2017
For 2nd Quarter ending 30th September, 2017	By 14th November, 2017
For 3rd Quarter ending 31st December, 2017	By 14th February, 2018



For 4th quarter ending 31st March, 2018	By 30th May, 2018
<b>Date of Book Closure</b>	Friday, 15.9.2017 to Thursday, 21.9.2017 (both days inclusive)
<b>Dividend Payment Date</b>	Not Applicable, as no dividend has been declared for the financial year 2016-17.
<b>Listing on Stock Exchange</b>	The Equity Shares of Company are listed at BSE Ltd. (BSE), and National Stock Exchange of India Ltd. (NSE). The Company has paid annual listing fees for the year 2017-18 to BSE and NSE.
<b>Stock Exchange Code Number</b>	<b>BSE : 538961      NSE : GENUSPAPER</b>
<b>Demat ISIN numbers in NSDL &amp; CDSL</b>	INE949P01018
<b>Plant Locations</b>	<b>Moradabad:</b> Village Aghwanpur, Kanth Road, Moradabad-244001(Uttar Pradesh) <b>Tel: 0591-2511171   Fax: 0591-2511242</b>

#### Registrar and Share Transfer Agent

The Company has appointed M/s Niche Technologies Private Limited as its Registrar and Transfer Agent for handling the share registry work relating to shares held both in physical and electronic form at a single point. The shareholders may address their communications and any grievances or queries pertaining to share transfer/demat including physical transfer requests and demat requisition forms, to the Registrar & Transfer Agent of the Company at the following address:

**Niche Technologies Pvt. Ltd.**  
D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700 001  
Phone: 033 22357270 / 7271 Fax: 033 22156823  
Email: nichetechpl@nichetechpl.com Website: [www.nichetechpl.com](http://www.nichetechpl.com)

#### Share Transfer System

To expedite the process and disposal of share transfers and other shareholders' matters, the Board of Directors has delegated the power of share transfer, transmission, split /consolidation of share certificates, demat / remat of shares, issue of duplicate certificates etc. to the Registrar and Transfer Agent (RTA) of the Company viz. M/s Niche Technologies Pvt. Ltd. The RTA has fully computerized system and attends to all delegated matter, timely and appropriately.

Share transfers are processed and share certificates duly endorsed are delivered within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. A summary of transfer/transmission of securities of the Company so approved by RTA is placed at every Board meeting / Stakeholders' Relationship Committee meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) & 40(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and files a copy of the said certificate with Stock Exchanges.

#### Designated e-mail address for investor services

In terms of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the designated e-mail address for investor complaints is [cs@genuspaper.com](mailto:cs@genuspaper.com).

**Market Price Data:** High and Low price of shares of the Company during the year 2016-17 at BSE and NSE:

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2016	5.64	3.74	5.64	3.74
May, 2016	4.99	3.95	4.99	3.95
Jun, 2016	5.07	3.63	5.07	3.63
Jul, 2016	5.38	4.2	5.38	4.2
Aug, 2016	4.65	3.9	4.65	3.9
Sep, 2016	4.5	3.71	4.5	3.71
Oct, 2016	7.54	3.95	7.54	3.95

Nov, 2016	6.9	4.23	6.9	4.23
Dec, 2016	6.45	5.2	6.45	5.2
Jan, 2017	6.09	5.35	6.09	5.35
Feb, 2017	5.83	4.75	5.83	4.75
Mar, 2017	5.94	4.7	5.94	4.7

[Source: This information is compiled from the data available from the websites of BSE and NSE]

### Distribution of shareholding

Details of distribution of shareholding of the equity shares of the Company by size and by ownership class as on March 31, 2017 are given below:

Ψ Shareholding pattern by size as on March 31, 2017

Number of Shares held	Shareholders		Shares	
	Number	% of Holders	Number	% to Total Shares
1 – 500	7313	47.51	1579747	0.61
501 – 1000	2565	16.66	2355982	0.92
1001 – 5000	3800	24.68	10159045	3.95
5001 – 10000	810	5.26	6520343	2.54
10001 – 50000	702	4.56	15044948	5.85
50001 – 100000	100	0.65	6822370	2.65
100001 – and Above	104	0.68	214643505	83.48
<b>Total</b>	<b>15394</b>	<b>100.00</b>	<b>257125940</b>	<b>100.00</b>

Ψ Shareholding pattern by ownership as on March 31, 2017

Sl. No.	Category of Shareholders	No of Shares held	No of Shares in De-mat Form	% shareholding
<b>A.</b>	<b>Promoters and Promoters Group: Indian</b>			
<b>1.</b>	<b>Indian</b>			
a.	Individuals / HUF	69195527	69195527	26.911
b.	Bodies Corporate	60611227	60611227	23.573
<b>2.</b>	<b>Foreign</b>	0	0	0.00
	<b>Promoter &amp; Promoter Group Shareholding Total - (A)</b>	<b>129806754</b>	<b>129806754</b>	<b>50.484</b>
<b>B.</b>	<b>Public Shareholding:</b>			
<b>1.</b>	<b>Institutions:</b>			
a.	Mutual Funds /UTI	99000	99000	0.039
b.	Financial Institutions /Banks	26001	6000	0.010
c.	Foreign Portfolio Investors	93110	93110	0.036
d.	Foreign Institutional Investors	55000	55000	0.021
e.	Foreign VC Investors	43000	0	0.017
	<b>Sub-Total – B(1)</b>	<b>261111</b>	<b>113111</b>	<b>0.102</b>
<b>2.</b>	<b>Non-Institutions:</b>			
a.	Bodies Corporate	15619543	15589543	6.075
b.	Individuals	98439162	96176457	38.285
c.	Others:			
i.	NRI/OCBs	10106841	9077841	3.931
ii.	Clearing Member/Clearing Corporation	2892529	2892529	1.125
	<b>Sub-Total – B (2)</b>	<b>127058075</b>	<b>123736370</b>	<b>49.415</b>
	<b>Total – B = B(1)+B(2)</b>	<b>127319186</b>	<b>123849481</b>	<b>49.516</b>
	<b>Grand Total (A + B)</b>	<b>257125940</b>	<b>253656235</b>	<b>100.00</b>

### Dematerialization of Shares and Liquidity

The Company's equity shares are being traded compulsorily in dematerialized mode from the date of approval of listing at the Stock Exchanges (BSE & NSE) i.e. 16<sup>th</sup> February, 2015.

As at 31st March, 2017, 98.59% of total equity shares were held in electronic / dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The equity shares of the Company are frequently traded at BSE Ltd. and National Stock Exchange of India Ltd.

The International Securities Identification Number (ISIN) of the Company's equity shares is INE949P01018.

#### **SCORES (SEBI Complaints Redressal System)**

SEBI complaints redressal system i.e. SCORES is an online complaint redressal system for investors / shareholders. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder.

#### **Reconciliation of Share Capital Audit**

Patni & Co., an independent firm of practicing Chartered Accountants, carries out the Reconciliation of Share Capital Audit as mandated by SEBI, and reports on the reconciliation of total issued and listed Capital with that of total share capital admitted / held in dematerialized form with NSDL and CDSL and those held in physical form.

This audit is carried out on quarterly basis and the report thereof is submitted to the Stock Exchanges, where the Company's shares are listed and is also placed in every Board meeting / Stakeholders' Relationship Committee meeting.

#### **Proceeds from public issues, right issue, preferential issues etc.**

During the year 2016-17, the Company has raised no funds through public issues, rights issues, preferential issues etc.

#### **Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

#### **Address for correspondence by Shareholders of the Company**

Ψ For share transfer / dematerialisation of shares, payment of dividend and any other query relating to the shares:

##### **Niche Technologies Pvt. Ltd.**

D-511, Bagree Market, 71, B. R. B. Basu Road, Kolkata-700 001

**Phone:** 033 22357270/7271 **Fax:** 033 22156823

**Email:** nichetechpl@nichetechpl.com **Website:** [www.nichetechpl.com](http://www.nichetechpl.com)

Ψ Compliance Officer:

Mr. Anuj Ahluwalia

Company Secretary

**Genus Paper & Boards Limited**

Village Aghwanpur, Kanth Road,

Moradabad (U. P.) – 244 001

Phone - (0591) 2511171 Fax - (0591) 2511242

E-mail: [cs@genuspaper.com](mailto:cs@genuspaper.com)

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#### **CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

I, Kailash Chandra Agarwal, Managing Director & CEO of Genus Paper & Boards Limited declare that to the best of my knowledge and belief, all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year 2016-17.

Moradabad, 25<sup>th</sup> July, 2017

**Kailash Chandra Agarwal**  
Managing Director & CEO

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## CEO' and CFO' CERTIFICATION

We, Kailash Chandra Agarwal, Managing Director & Chief Executive Officer (CEO) and Sanjay Kumar Agarwal, Chief Financial Officer (CFO), of Genus Paper & Boards Limited, to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statements of the Company for the year ended March 31, 2017.
2. To the best of our knowledge and information:
  - a. These statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.
4. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company, and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.
5. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:
  - a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;
  - b. Significant changes in internal control over financial reporting during the year;
  - c. Any fraud, which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;
  - d. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Moradabad, 25<sup>th</sup> July, 2017

**Sanjay Kumar Agarwal**  
CFO

**Kailash Chandra Agarwal**  
Managing Director & CEO

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## AUDITORS' CERTIFICATE

(On Compliance with the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members of

**Genus Paper & Boards Limited**

We have examined the compliance of conditions of Corporate Governance by Genus Paper & Boards Limited, for the year ended on 31 March, 2017, as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 27 of the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. Number: 012917N

Deepak Khanna  
Partner  
Membership No. 092140

Jaipur, 25<sup>th</sup> July, 2017

# Management Discussion and Analysis

## I. INDIAN PAPER INDUSTRY

The Indian paper industry accounts for about 3% of the world's production of paper. The estimated turnover of the industry is INR 50,000 crore (USD 8 billion) approximately and its contribution to the exchequer is around INR 4,500 crore. The industry provides employment to more than 0.5 million people directly and 1.5 million people indirectly.

Most of the paper mills are in existence for a long time and hence present technologies fall in a wide spectrum ranging from oldest to the most modern. The mills use a variety of raw material viz. wood, waste paper, bamboo, recycled fibre, bagasse, wheat straw, rice husk, etc. The geographical spread of the industry as well as market is mainly responsible for regional balance of production and consumption.

The per capita paper consumption in India at a little over 13 kg is way behind the global average of 57 kg. India is the fastest growing market for paper globally and it presents an exciting scenario; paper consumption is poised for a big leap forward in sync with the economic growth. The futuristic view is that growth in paper consumption would be in multiples of GDP and hence an increase in consumption by one kg per capita would lead to an increase in demand of 1 million tonnes.

### Union Budget 2016-17-positives

Union budget 2016 was positive for paper industry. Basic customs duty (BCD) on wood chips or particles for manufacture of paper, paperboard and news print being removed from 5% to NIL. This is positive news for paper manufactures as wood chips are primary raw material for paper industry; reduction in BCD will help them to reduce their raw material cost and lift their operating margin. Raw materials constitute 35-40% of cost of paper production.

The key challenges to be met is market conditions which are poor and technology obsolete, lacking ability in achieving economic scale and lack of skilled labor. Enabling an overall management and the holistic change which can incorporate better standards for the organizational efficiency.

## II. OPPORTUNITIES AND THREATS

According to the newly released "India Paper Industry Forecast & Opportunities, 2017" the paper industry in India is expected to grow at the CAGR of around 9.6% during 2012-2017, which will make the revenues of paper industry of India to reach up to USD 11.83 Billion by 2017. About 70% of the total installed capacity of paper production in India is accounted by Gujarat, West Bengal, Orissa, Andhra Pradesh, Karnataka and Maharashtra. Uttar Pradesh, Tamil Nadu, Haryana, Kerala, Bihar and Assam together account for about 25% of the total paper production in India.

The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. BILT and ITC are among the largest producers of paper and paperboard in India. Many of the existing players are increasing their capacity to meet the growing demand. The focus of paper industry is now shifting towards more eco-friendly products and technology. Government of India has established rules and regulations to control the population and degradation of forest. These measures taken by the government has brought the significant changes in the paper industry of India.

The Indian paper industry faces challenges like low economies of scale, environmental concerns, increasing cost of inputs & utilities and so on, which need to be addressed by the industry. Many mills have upgraded the technology and are expanding capacities through brown field expansion/ new capacity additions and by focusing on cost control measures. The Company has improved significantly the operational efficiencies. Further, the Mill Expansion Programme envisaging setting up of co-generation power plant and installation of new capacity of finished paper and other capital expenditure projects will enable the Company to have an edge in quality and further improve the efficiencies.

## III. OUTLOOK

Looking to the current demand-supply gap and growing literacy and population is expected to accelerate the growth of the industry to over 8% in the coming years. Over the past few months, the corporate sector is abuzz with news on expansions, acquisitions and fund-raising by Companies in Paper Industry. The M&A activity is catching up in paper industry as well. India is the fastest growing paper market in the world with growth in the range of 8-10%.

#### IV. RISKS AND CONCERNS

The Company is deriving 93.25% of its revenue from paper business, 5.61% from steel business and 1.14% from other business. Environmental issues, continuous availability of raw materials & fuels and increasing interest rates are the important issues concerning the paper industry.

The paper industry is one of the highly polluting categories of industries today. The Company is meeting all the norms as prescribed under Environment Protection Act, 1986 and other environmental laws consistently.

#### V. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

	(Rs. in Lakh)
<b>Financial Highlights</b>	<b>2016-17</b>
Gross Sales	32824.34
Net Sales	30868.80
Other Income	435.52
Profit before Tax (PBT)	935.74
Profit after Tax (PAT)	693.44
EPS (Basic & Diluted) (in Rs.)	0.27

The Company posted Net sales of Rs. 30868.80 lakh and the Net profit after tax stands at Rs.693.44 lakh.

#### VI. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has evolved a system of internal controls to ensure that the assets are safeguarded and transactions are authorised, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical reviews by the outside chartered accountancy firms which evaluate the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness. The scope of internal audit covers a wide variety of operational methods and, as a minimum, ensures compliance with specified standards with regard to availability and suitability of policies and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The Reports of internal audit are placed before Audit Committee of the Directors. Audit Committee reviews such audit findings and the adequacy of internal control systems. The Statutory Auditors, Internal Auditors and the Cost Auditors of the Company also interact with the Audit Committee to share their findings and the status of corrective actions under implementation.

#### VII. HUMAN RESOURCES

In spite of enduring perhaps the toughest phase in the Company's history it must be mentioned that the trusted loyal work force has always stood firmly in the hour of need. The Company also looks after its human resources well and always judiciously rewarded performance.

#### VIII. CAUTIONARY STATEMENT

Statements in this "Management's Discussions and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, raw material availability and prices, cyclical demand, changes in Government regulations, environmental laws, tax regimes, economic developments within India and abroad and other factors such as litigation, industrial relations and other unforeseen events.



# Independent Auditor's Report

To,  
**The Members**  
**Genus Paper & Boards Limited**

## Report on the Financial Statements

We have audited the accompanying financial statements of **Genus Paper & Boards Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Profit and Loss Statement and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017;
- (b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure 1**, a statement on the matters specified in paragraphs 3 and 4 of the said Order.

2. As required by Section 143 (3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The balance sheet, the profit and loss statement and cash flow statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 2**.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - I. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note No. 30 to the financial statements.
    - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - IV. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures, our enquiries, test check and relying on the management representation regarding holding and nature of cash transaction, including specified bank notes, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [18].

**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. No. 012917N

Place: Moradabad  
Date : 26<sup>th</sup> May, 2017

**Deepak Khanna**  
Partner  
Membership No.: 092140

## ANNEXURE 1 TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph (1) of 'Report on other Legal and Regulatory Requirements' of our Independent Auditors' Report of even date to the members of the Genus Paper & Boards Limited on the Financial statements for the year ended on 31<sup>st</sup> March, 2017, we report that:

- (i)
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) Based on our verification and according to information and explanations given to us, the title deeds of immovable properties are held in the name of the company.
- (ii) As per the information and explanation given to us, the Company's management has carried out physical verification of inventory at reasonable intervals. No material discrepancies were noticed on such physical verification.
- (iii)
  - (a) The Company has granted loans, the principal and interest thereof are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, the terms and conditions of the grants and loans are not prejudicial to the interest of the company.
  - (b) The company has granted loans that are re-payable on demand, to a company covered in the register maintained under section 189 of the Companies Act, 2013. The loans granted are repayable on demand. We are informed that the company has not demanded repayment of any such loan and interest during the year and thus, there has been no default on the part of the parties to whom the money has been lent.
  - (c) There are no overdue amounts in respect of the loan granted to a company covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investment made and guarantees and securities given have been complied with by the company.
- (v) The company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed the maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed under section 148(1) of the Act in respect of certain manufacturing activities of the company. We have broadly reviewed the accounts and records of the company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the accounts and records with a view to determine whether they are accurate or complete.
- (vii)
  - a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities though there has been a slight delay in a few cases. No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, service tax, sales-tax, custom duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no unpaid dues of income tax, Sales tax, Service Tax, duty of Customs, duty of Excise or value added tax under dispute as stated hereunder:-

							(Rs. In Lacs)
S.No.	Name of Statue	Nature of dues	Period to which Amount relates	Forum where dispute is pending	Demand	Amount deposited (under Protest)	
1	The Central Sales Tax/ The State Sales Tax	CST/ VAT and Entry Tax	Various years from 2004-15	Hon'ble High Court/ Commissioner appeals	402.86	174.96	
2	The Central Excise	Excise Duty/ Service Tax	Various years from 2008-17	Appellate Tribunal/ Appeals	40.79	Nil	
Total					443.65	174.96	

- (viii) Based on examination of books of accounts and information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution or bank. Company has not issued any debentures; hence nothing is due to debenture holders.
- (ix) Based on examination of books of accounts and information and explanation given to us, no money raised during the year by way of initial public offer and term loans were applied for the purposes for which those are raised.
- (x) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The company is not a Nidhi Company; hence reporting under this clause is not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanation given by management, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us and on an overall examination of the Balance Sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirement under clause 3(xiv) are not applicable to the company and hence not commented upon.
- (xv) According to the information and explanation given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of Companies Act, 2013.
- (xvi) According to the information and explanation given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the company.

#### For D Khanna & Associates

Chartered Accountants  
FRN: 012917N

#### [Deepak Khanna]

Partner  
M.No. 092140

Date: 26<sup>th</sup> May, 2017  
Place: Moradabad

## ANNEXURE 2 TO THE INDEPENDENT AUDITORS' REPORT

**Referred to in our report of even date to the members of Genus Paper & Boards Limited on the accounts for the year ended 31<sup>st</sup> March 2017**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Genus Paper & Boards Limited ('the Company') as on 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**For D Khanna & Associates**

Chartered Accountants  
FRN: 012917N

**[Deepak Khanna]**

Partner  
M.No. 092140

Date: 26<sup>th</sup> May, 2017  
Place: Moradabad



# Balance Sheet as at 31st March 2017

	Note	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
<b>EQUITY AND LIABILITIES</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Share Capital	1	257125940.00		257125940.00	
Reserves & Surplus	2	2981750400.00	3238876340.00	2912406472.00	3169532412.00
<b>Non-Current Liabilities</b>					
Long Term Borrowings	3	150160606.00		283971576.00	
Deferred Tax Liability	4	195508865.00		192477331.00	
Long Term Provisions	5	5514257.00	351183728.00	4588077.00	481036984.00
<b>Current Liabilities</b>					
Short Term Borrowings	6	254816557.00		264997721.00	
Trade Payables	7	410447008.00		281013176.00	
Other Current Liabilities	8	147869412.00		126636920.00	
Short Term Provisions	9	2770674.00	815903650.00	2732765.00	675380582.00
<b>Total</b>			<b>4405963719.00</b>		<b>4325949978.00</b>
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Fixed Assets	10				
Tangible Assets		2001978369.00		2094496410.00	
Capital Work-in-Progress		-	2001978369.00	-	2094496410.00
Non-Current Investments	11		239455153.00		247614755.00
Other Non Current Assets	12		872810034.00		702491206.00
<b>Current Assets</b>					
Inventories	13	269523337.00		349778085.00	
Trade Receivables	14	741780107.00		633853517.00	
Cash and cash equivalents	15	87976759.00		86227240.00	
Short term loans and advances	16	188883618.00		207781130.00	
Other Current Assets	17	3556343.00	1291720163.00	3707635.00	1281347608.00
<b>Total</b>			<b>4405963719.00</b>		<b>4325949978.00</b>
Significant Accounting Policies Notes on Financial Statement	<b>A</b>				

As per our report attached  
**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. No. 012917N

(Deepak Khanna)  
Partner  
Membership No. 092140

Place : Moradabad  
Date : May 26, 2017

## For and on behalf of the Board

Kailash C. Agarwal  
Mg. Director & CEO  
DIN-00895365

Sanjay Kr Agarwal  
Chief Financial Officer

Himanshu Aggarwal  
Wt. Director  
DIN-00065185

Anuj Ahluwalia  
Company Secretary

# Statement of Profit and Loss for the year ended on 31st March, 2017

	Note	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
<b>INCOME</b>					
Revenue from Operations	19	3282434691.00		3373672563.00	
Less: Excise Duty		195554987.00	3086879704.00	215602279.00	3158070284.00
Other income	20		43552443.00		39631532.00
<b>Total Revenue</b>			<b>3130432146.00</b>		<b>3197701816.00</b>
<b>EXPENDITURE</b>					
Purchases/Consumption of Material	21		2352298038.00		2285525179.00
Change in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	22		(58107893)		90686631
Employees Benefit Expenses	23		104218982.00		60008589.00
Finance Cost	24		59178963.00		62780524.00
Depreciation & Amortisation Expenses	25		124333091.00		117464046.00
Other Expenses	26		471809496.00		462032160.00
<b>Total Expenses</b>			<b>3053730677.00</b>		<b>3078497129.00</b>
Profit from ordinary activities before exceptional item			76701469.00		119204686.00
Less:- Exceptional Items					
Profit/(Loss) on Sales of Investment			16872692.00		(32115304)
<b>Profit/(Loss) before Taxation</b>			<b>93574161.00</b>		<b>87089382.00</b>
<b>Tax Expenses</b>					
Current tax			21198699.00		28242106.00
Earlier Year Tax			-		1381401.00
Deferred tax			3031534.00		9968917.00
<b>Profit for the year</b>			<b>69343928.00</b>		<b>47496958.00</b>
Earning Per Equity Share (Face value Re. 1/- each) -Basic & Diluted (in Rupees)	27		0.27		0.18
Significant Accounting Policies Notes on Financial Statement	<b>A</b>				

As per our report attached  
**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. No. 012917N

(Deepak Khanna)  
Partner  
Membership No. 092140

Place : Moradabad  
Date : May 26, 2017

## For and on behalf of the Board

Kailash C. Agarwal  
Mg. Director & CEO  
DIN-00895365

Sanjay Kr Agarwal  
Chief Financial Officer

Himanshu Aggarwal  
Wt. Director  
DIN-00065185

Anuj Ahluwalia  
Company Secretary

# Cash Flow Statement for the year 2016-17

		31-03-17		31-03-16	
		Rupees	Rupees	Rupees	Rupees
<b>A.</b>	<b>Cash Flow from Operating Activities</b>				
a.	<b>Net profit before tax and exceptional item</b>	76701469.00		119204686.00	
	Adjustments for:				
	Depreciation	124047127.00		117178082.00	
	Interest expenses	59178963.00		62780524.00	
	Interest income	(41665171.00)		(38231838.00)	
	Dividend income	(736487.00)		(465305.00)	
	Preliminary expenses written off	285964.00		285964.00	
b.	<b>Operating profit before working capital changes</b>	217811866.00		260752113.00	
	Adjustments for:				
	Trade and Other Receivables	(107926589.00)		(120668559.00)	
	Inventories	80254748.00		230569621.00	
	Other current assets	(151555987.00)		(200355274.00)	
	Current liabilities & provisions	151630413.00		(72060262.00)	
c.	<b>Cash generated from Operations</b>	190214450.00		98237639.00	
	Direct Taxes paid (Net)	(21198699.00)		(29623507.00)	
	Cash from operating activities	169015751.00		68614132.00	
	<b>Net Cash from Operating Activities</b>		<b>169015751.00</b>		<b>68614132.00</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>				
	Purchase of fixed assets	(31529087.00)		(121238241.00)	
	Sale of fixed assets	-		-	
	Sale (Purchase) of Investments (Net)	25032294.00		32115304.00	
	Interest received	41665171.00		38231838.00	
	Dividend received	736487.00		465305.00	
	Net Cash from / (used in) investing activities		<b>35904865.00</b>		<b>(50425794.00)</b>
<b>C.</b>	<b>Cash Flows from Financing Activities</b>				
	Proceeds from issuance of share capital / app. money	-		-	
	Proceeds from borrowings	2117000.00		75979053.00	
	Repayments of borrowings	(146109134.00)		(76565308.00)	
	Interest paid	(59178963.00)		(62780524.00)	
	Dividend paid (includes corporate dividend tax)	-		-	
	<b>Net Cash from / (used in) financing activities</b>		<b>(203171097.00)</b>		<b>(63366780.00)</b>
<b>D.</b>	<b>Net increase/(Decrease) in cash and cash equipment</b>		<b>1749519.00</b>		<b>(45178441.00)</b>
	Cash and Cash equivalent at beginning of the year		86227240.00		131405681.00
	Cash and Cash equivalent at end of the year		87976759.00		86227240.00
	(Cash and Cash equivalent represent Cash and Bank balances)		1749519.00		(45178441.00)

As per our report attached  
**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. No. 012917N

(Deepak Khanna)  
Partner  
Membership No. 092140

Place : Moradabad  
Date : May 26, 2017

**For and on behalf of the Board**

Kailash C. Agarwal  
Mg. Director & CEO  
DIN-00895365

Sanjay Kr Agarwal  
Chief Financial Officer

Himanshu Aggarwal  
Wt. Director  
DIN-00065185

Anuj Ahluwalia  
Company Secretary

## **NOTE - A**

### **Significant accounting Policies for the year ended March 31, 2017**

#### **1. Basis of Preparation of Financial Statements**

- (i) The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (accounts) Rules, 2014.
- (ii) The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### **2. Use of Estimates**

The preparation of financial statement requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the results and estimates are recognized in the period in which the results are known / materialized.

#### **3. Revenue Recognition**

- (i) Revenue from sale of products is recognized when the risk and reward of ownership of the product is passed on to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Sale/Trade tax
- (ii) Dividend income is recognized when the unconditional right to receive the income is established.
- (iii) Revenue in respect of other income is recognized when no significant uncertainty as to its determination or realization exists.

#### **4. Cash Flow Statement (AS-3)**

Cash Flow Statement has been prepared adopting the indirect method as prescribed under Para18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".

#### **5. Property, Plant and Equipment:**

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred. Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Capital work in progress is carried at cost comprising direct cost and related expenditure.

#### **6. Depreciation on Property, Plant and Equipment:**

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, as prescribed under the Schedule II to the Companies Act, 2013 after retaining residual value of 5%.

The company provides pro rata depreciation from / to the date on which the asset is acquired or put to use / disposed, as appropriate. Depreciation is computed till the date of sale of asset.

**7. Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period as reversed if there has been a change in the estimate of recoverable amount.

**8. Foreign Currency Transactions**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction or at the rates covered by the forward contracts. The exchange differences on conversion are adjusted to:

- a. Cost of Fixed Assets, if the foreign currency liability relates to the fixed assets.
- b. Cost of Raw Material & Chemicals, if the foreign currency liability relates to these items.
- c. Bank charges, if the foreign currency liability relates to conversion of bank's credit facility into foreign currency.

Monetary items denominated in foreign currency at the year-end and not covered by the foreign exchange contract are restated at year end rates.

**9. Investments**

Long term Investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary in opinion of the management. Any such diminution in the value of investment, charged to profit and loss statement.

**10. Inventories**

Cost of inventories comprises all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials, Stores & Spares are valued at cost, determined on the basis of the weighted average method.

Work-in-progress is valued at the lower of cost and net realizable value.

Finished goods are valued at the lower of cost and net realizable value. Excise duty is included in the value of finished goods inventory.

**11. Preliminary Expenses**

Preliminary expenses (including the expenses for enhancement of Authorized capital) have been amortized over a period of five years.

**12. Retirement benefits**

Company's contributions to Provident Fund are charged to Profit & Loss Account on accrual basis. Liability for payment of Gratuity and Leave Encashment is charged to Profit & Loss Account on the basis of Actuarial valuation as at year end.

**13. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**14. Provision for Current Tax & Deferred Tax**

Provision for taxation comprises of current tax, deferred tax and Current Tax provision has been made on the basis of relief and deductions available under Income Tax Act, 1961. Deferred Tax resulting from timing difference between taxable and accounting income is accounted for using the tax rate and law that are enacted or substantively enacted as on the balance sheet dates. Deferred tax assets are recognized and carried forward only to the extent that there is virtual certainty that the assets will be realized, in future. Deferred tax is computed in accordance with Accounting Standard 22- "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.

**15. Accounting of CENVAT Credit**

Cenvat credit available on raw material, chemicals, stores & spares is accounted for by booking respective material purchases, net of excise duty, similarly Cenvat Credit entitlement on Capital goods, net of excise. Both these Cenvat Credits are accumulated and shown as receivable under "Loans and Advances" for adjustments in due course against duty payable on dispatch of finished goods.

**16. Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

- i) Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.
- ii) Contingent Liabilities is disclosed in Notes to the account for (a) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (b) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimates of the amount of the obligation cannot be made. Contingent assets are not recognized in the financial statement since this may result is the recognition of the income that may never realize.

**17. Corporate Social Responsibility (CSR) Expenditure**

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, need to spend at least 2% of its average net profit for the immediately three financial years on corporate social responsibilities (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the company as per the act. Company has incurred expenditure of Rs. Nil/- (P.Y. Rs. 22,87,359/-) toward CSR activities, which is charged to profit and loss statement.

**18. Trade Payables**

In the absence of identification of Micro, Small & Medium Enterprises, We could not verify the same.

**19. Prepaid Expenses and Prior Period Expenses/Income**

Prepaid Expenses and Prior Period Expenses/Income of item of 50,000/- and below are charged to natural heads of accounts

20. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

<b>NOTE 1 SHARE CAPITAL</b>					
		<b>31-03-17</b>	<b>31-03-16</b>		
	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
<b>AUTHORIZED</b>					
260000000 Equity Shares of Re.1/-each (260000000)		260000000.00			260000000.00
		<b>260000000.00</b>			<b>260000000.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>					
257125940 Equity Shares of Rs. 1/- each fully paid up (257125940)		257125940.00			257125940.00
		<b>257125940.00</b>			<b>257125940.00</b>
<b>The details of Shareholders holding more than 5 % shares :</b>					
	<b>As at</b>		<b>As at</b>		
<b>Name of Shareholder</b>	<b>31<sup>st</sup> March, 2017</b>		<b>31<sup>st</sup> March, 2016</b>		
	<b>No. of Shares</b>	<b>% held</b>	<b>No. of Shares</b>	<b>% held</b>	
Mr. Kailash Chandra Agarwal	13298356	5.17	13298356	5.17	
Vivekshil Dealers Private Ltd.	23736757	9.23	23736757	9.23	
Mr. Vikas Kothari (As Trustee of Genus Shareholders Trust)	47543850	18.49	47543850	18.49	
<b>The reconciliation of the number of Equity shares outstanding is set out below :</b>					
		<b>As at</b>		<b>As at</b>	
		<b>31st March, 2017</b>		<b>31st March, 2016</b>	
<b>Particulars</b>		<b>No. of Shares</b>		<b>No. of Shares</b>	
Equity Shares at the beginning of the year		257125940		257125940	
Add: Shares issued during the year		-		-	
Equity Shares at the closing of the year		<b>257125940</b>		<b>257125940</b>	
<b>NOTE 2 RESERVES &amp; SURPLUS</b>					
		<b>31-03-17</b>	<b>31-03-16</b>		
	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
<b>Profit &amp; Loss Account</b>					
Last Balance sheet	446532416.00		399035458.00		
Add: Profit for the year	69343928.00	515876344.00	47496958.00		446532416.00
<b>Business Reconstruction Reserve</b>					
Last Balance sheet		2465874056.00			2465874056.00
		<b>2981750400.00</b>			<b>2912406472.00</b>



NOTE 3 LONG TERM BORROWINGS					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
		Current	Non-current	Current	Non-current
Secured					
-From Banks	35231523.00	104881125.00	49477581.00	138478712.00	
-From Others	70023509.00	45279481.00	61378351.00	115479550.00	
From Others - Unsecured					
-Other Parties	-	-	-	30013314.00	
	105255032.00	150160606.00	110855932.00	283971576.00	
Securities					
1(a)	Term loan from PNB of Rs.136306800.00/- (Previous year Rs.184757509.00/-) are secured by hypothecation of Plant and Machinery, equipments, tools etc. (existing/future) of paper and board division on rank pari-passu with Hero Fincorp Limited. These loans are repayable in un-equal monthly installment starting from September 2011 and will end in March, 2021.				
(b)	The above facilities are further secured by first pari-passu charge with Hero Fincorp Ltd. by way of EM of factory, land and building related to paper and board division. Exclusive first charge of Land and Building, P & M of Co-Gen Power Plant, Steel Division and residential blocks.				
2.	Term loan from Hero Fincorp Ltd. of Rs.115302990.00 (previous year Rs. 176857901.00 ) are secured by hypothecation of Land, Building and Plant & Machinery, equipments, tools etc. (existing / future) of paper & board division on rank pari-passu with PNB. These facility is further secured by second charge on land & buildings of steel division and residential staff colony situated at Aghwanpur, Moradabad. These loans are repayable in equal monthly installment starting from November, 2015 and will end in October, 2018.				
3.	Term loan of Rs. 1755203.00 from HDFC Bank. (Previous year Rs. 2265497.00) are secured by hypothecation of vehicles, repayable in monthly equal installment.				
4.	Term loan of Rs. 879568.00 from Punjab National Bank (Previous year Rs. 933287.00) are secured by hypothecation of vehicles.				
5.	Term loan of Rs. 1171077 from Axis Bank (Previous year Rs. Nil) are secured by hypothecation of vehicles.				
NOTE 4 DEFERRED TAX LIABILITY					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
Deferred Tax Liability					
Related to fixed assets		195889862.00			193164653.00
Deferred Tax Asset					
Disallowance under Income tax Act, 1961		380997.00			687322.00
Net Deferred Tax Liability		195508865.00			192477331.00
			Rupees		Rupees
Last Balance sheet		192477331.00			182508414.00
Add: Deferred Tax Liability	3412531.00			10656239.00	
Less: Deferred Tax Assets during the year	380997.00	3031534.00		687322.00	9968917.00
Balance as on 31-03-2016		195508865.00			192477331.00
NOTE 5 LONG TERM PROVISIONS					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
Provision for Employees Benefits		5514257.00			4588077.00
		5514257.00			4588077.00

NOTE 6 SHORT TERM BORROWINGS					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
Secured					
-From Banks			254816557.00		264997721.00
Unsecured					
- Other Parties			-		
			254816557.00		264997721.00
Securities					
1(a)	Working Capital Loan from PNB Rs. 254816558.00 (previous Year Rs. 259193129.00) are secured by first charge by way of hypothecation of entire current assets (present & future ) including all stocks & receivables pertaining to paper & board division, Steel Division and Co-Gen Power Plant of the Company.				
(b)	The above facilities are further secured by first pari passu charge with Hero Fincorp Ltd. by way of EM of factory land & building related to paper and board division. Exclusive first charge on Land and Building, P&M of Co-Gen Power Plant & Steel Division and administrative block, Residential staff Colony situated at Aghwanpur, Moradabad.				
NOTE 7 TRADE PAYABLES					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
Sundry Creditors					
-Due to Micro, Small & Medium Enterprises		-		-	
-Due to Others	410447008.00		410447008.00	281013176.00	281013176.00
			410447008.00		281013176.00
NOTE 8 OTHER CURRENT LIABILITIES					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
Current maturities of long term debt (Refer Note No. 03)			105255032.00		110855932.00
Others					
-Creditors for Capital Expenditure		-		464405.00	
-Payable to Others	1000000.00			-	
-Salaries & benefits	8172425.00			4178839.00	
-Provision for expenses	5007275.00			5476462.00	
-Withholding and Other tax payable	28434680.00		42614380.00	5661283.00	15780989.00
			147869412.00		126636920.00
NOTE 9 SHORT TERM PROVISIONS					
			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
PROVISIONS					
For Employees Benefits	2770674.00			672929.00	
For Others					
-Provision for Income tax (net of prepaid taxes)	-			2059836.00	
-Others	-		2770674.00	-	2732765.00
			2770674.00		2732765.00

**NOTE 10 FIXED ASSETS AS AT 31-03-2017**

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01-04-16	Additions during the year	Deductions/ Transfer	As at 31-03-17	Upto 01-04-16	For The year	Upto 31-03-17	As at 31-03-17	As at 31-03-16
<b>Tangible Assets</b>									
Land	547444186.00	-	-	547444186.00	-	-	-	547444186.00	547444186.00
Residential Building	18125599.00	-	-	18125599.00	1393912.00	286384.00	1680296.00	16445303.00	16731687.00
Factory Building	81630686.00	-	-	81630686.00	13000962.00	2587694.00	15588656.00	66042030.00	68629724.00
Plant & Machinery	1820630115.00	24738261.00	-	1845368376.00	382856940.00	115874972.00	498731912.00	1346636464.00	1437773175.00
Furniture & fixtures	6971337.00	3953965.00	-	10925302.00	1988964.00	729564.00	2718528.00	8206774.00	4982373.00
Computers	4267007.00	442985.00	-	4709992.00	2118504.00	914435.00	3032939.00	1677053.00	2148503.00
Vehicles	29741470.00	2393875.00	-	32135345.00	12954708.00	3654078	16608786.00	15526559.00	16786762.00
Sub Total (A)	2508810400.00	31529087.00	0.00	2540339486.00	414313990.00	124047127.00	538361117.00	2001978369.00	2094496410
Capital W I P	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)</b>	-	-	-	-	-	-	-	-	-
<b>Total (A+B)</b>	<b>2508810400.00</b>	<b>31529087.00</b>	<b>-</b>	<b>2540339486.00</b>	<b>414313990.00</b>	<b>124047127.00</b>	<b>538361117.00</b>	<b>2001978369.00</b>	<b>2094496410</b>
As at 31.3.2016	2387572159.00	244809211.00	123570970.00	2508810400.00	297135908.00	117178082.00	414313990.00	2094496410.00	-

**NOTE 11 NON CURRENT INVESTMENT**

		Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
<b>In Equity Shares - Quoted, fully paid up</b>					
	134000 Gujarat Heavy Chemicals Ltd. (195139) of Rs. 10/- each	9645958.00	9645958.00	7805560.00	7805560.00
<b>In Equity Shares - Unquoted, fully paid up</b>					
	279500 Genus Electrotech Ltd. (279500) of Rs.10/- each	17500000.00		17500000.00	
	80000 Virtuous Urja Ltd. (80000) of Rs. 10/- each	800000.00		800000.00	
	12500 Virtuous Infra Ltd. (12500) of Rs. 10/- each	125000.00		125000.00	
	10000 Indo Global Papers Ltd. (10000) of Rs. 10/- each	100000.00		100000.00	
	800 Rajasthan Assets Management Co. Pvt Ltd. (800) of Rs. 10/- each	80000.00		80000.00	
	300000 Abhideep Global Finance Ltd (Formerly (400000) Cube Fintex Pvt Ltd) of Rs. 10/- each	30000000.00		40000000.00	
	477000 Kailash Coal & Coke Co. Ltd. (477000) of Rs. 10/- each	11925000.00		11925000.00	
	407000 Parsee Leasing & Finvest Ltd. (407000) of Rs. 10/- each	36580350.00		36580350.00	
	684850 Dayal Finsec Ltd. (684850) of Rs. 10/- each	12223845.00		12223845.00	

1975000 Vinsan Credit & Securities Ltd. (1975000) of Rs. 10/- each	120475000.00		120475000.00	
		229809195.00		239809195.00
		<b>239455153.00</b>		<b>247614755.00</b>
Aggregate value of quoted investment				
Book Value	9645958.00		7805560.00	
Market Value	35637300.00		22460499.00	
Aggregate value of unquoted investment				
Book Value	229809195.00		239809195.00	

**NOTE 12 OTHER NON CURRENT ASSETS**

	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
Loan & Advances		872524068.00		701919276.00
Miscellaneous expenditure (to the extent not written off or adjusted)		285966.00		571930.00
		<b>872810034.00</b>		<b>702491206.00</b>

**NOTE 13 INVENTORIES**

	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
Raw Materials & Chemicals	76004523.00		208254233.00	
Finished Goods	80080167.00		17879766.00	
Stock in Process	1051198.00		1660923.00	
Stores & spares	112387449.00	269523337.00	121983163.00	349778085.00
		<b>269523337.00</b>		<b>349778085.00</b>

**NOTE 14 TRADE RECEIVABLES**

	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
Sundry Debtors (Unsecured, Considered Good)				
-due for more than six months	6946379.00		5909862.00	
-others	734833728.00	741780107.00	627943655.00	633853517.00
		<b>741780107.00</b>		<b>633853517.00</b>

**NOTE 15 CASH AND CASH EQUIVALENTS**

	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
Cash in hand	430433.00		1655103.00	
With Banks				
-In current account	46866976.00		40571120.00	
-In term deposit	40679350.00	87976759.00	44001017.00	86227240.00
		<b>87976759.00</b>		<b>86227240.00</b>

**NOTE 16 SHORT TERM LOANS AND ADVANCES**

	Rupees	31-03-17 Rupees	Rupees	31-03-16 Rupees
Unsecured - (Considered Good Unless Otherwise Stated)				
Advances recoverable in cash or kind or for value to be received	122273137.00		147869145.00	
Security Deposits	199350.00		674350.00	
Balance with Revenue Authorities	46853892.00		37410230.00	
MAT Credit Entitlement	19557239.00	188883618.00	21827405.00	207781130.00
		<b>188883618.00</b>		<b>207781130.00</b>

**NOTE 17 OTHER CURRENT ASSETS**

		31-03-17	31-03-16
	Rupees	Rupees	Rupees
Accrued interest on term deposits	3556343.00	3556343.00	3707635.00
		<b>3556343.00</b>	<b>3707635.00</b>

**NOTE 18 DISCLOSURE OF SBN**

Disclosure in respect of notification by Ministry of Corporate Affairs vide notification F. No. 17/62/2015-CL-V (Vol.I) dated 30th March 2017. Details of Specified Bank Notes (SBN) held and transacted during the period 8th November 2016 to 30th December 2016 are as under:-

PARTICULARS	SBNs	OTHER DENOMINATION NOTES	TOTAL
Closing cash in hand as on 08.11.2016	207000.00	1,356,408.00	1,563,408.00
(+) Permitted receipts	-	1,192,350.00	1,192,350.00
(-) Permitted payments	-	1,878,969.00	1,878,969.00
(-) Amount deposited in Banks	207000.00	-	207,000.00
Closing cash in hand as on 30.12.2016	-	669,789.00	669,789.00

**NOTE 19 REVENUE FROM OPERATION**

		31-03-17	31-03-16
	Rupees	Rupees	Rupees
<b>Sale of Products</b>			
Kraft Paper	3052460717.00	2984860341.00	
M.S.Ingot/Riser	194923375.00	388551641.00	
Other Sales	35050599.00	3282434691.00	3373672563.00
		<b>3282434691.00</b>	<b>3373672563.00</b>

**NOTE 20 OTHER INCOME**

		31-03-17	31-03-16
	Rupees	Rupees	Rupees
Interest received from Bank		2819116.00	5055105.00
Interest income received from Others		38846055.00	33176733.00
Dividend from Investments		736487.00	465305.00
Misc. receipts		79860.00	139224.00
Insurance Claim		1070925.00	795165.00
Interest on Income Tax Refund		-	-
		<b>43552443.00</b>	<b>39631532.00</b>

**NOTE 21 PURCHASES / CONSUMPTION OF MATERIAL**

		31-03-17	31-03-16
a)		Rupees	Rupees
Raw Materials including chemicals consumed	% of Consumption		
Imported	51.05	1139721384.00	1019210260.00
Indigenous	48.95	1093040304.00	1195893575.00
		<b>2232761689.00</b>	<b>2215103834.00</b>
b)			
Stores & Spares including Packing Material consumed			
Imported	4.39	3811211.00	1624041.00
Indigenous	95.61	83003573.00	68797304.00
		<b>86814784.00</b>	<b>70421345.00</b>
c)			
Purchase of Trading Goods for Resale		32721565.00	-
		<b>2352298038.00</b>	<b>2285525179.00</b>

**NOTE 22 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK-IN-TRADE**

		31-03-17	31-03-16
	Rupees	Rupees	Rupees
<b>Inventories (at commencement)</b>			
-Finished Goods	17879766.00	114102383.00	
-Stock in Process	1660923.00	2207592.00	
	19540689.00	116309975.00	
<b>Inventories (at close)</b>			
-Finished Goods	80080167.00	17879766.00	
-Stock in Process	1051198.00	1660923.00	
	81131365.00	(61590676.00)	96769286.00
		(61590676.00)	96769286.00
Excise Duty on Increase/ (Decrease) of Finished Goods		3482783.00	(6082655.00)
		<b>(58107893.00)</b>	<b>90686631.00</b>

**NOTE 23 EMPLOYEES BENEFIT EXPENSES**

	31-03-17	31-03-16
	Rupees	Rupees
Salaries, wages & allowances	96942198.00	55672819.00
Contribution to Funds	4502457.00	2702794.00
Welfare exp.	2774327.00	1632976.00
	<b>104218982.00</b>	<b>60008589.00</b>

**23.1** Disclosure pursuant to Accounting Standard 15(Revised) Employee Benefits the following tables summaries the components of the net benefit expenses recognized in the Profit and Loss Account and the funds status and amount recognized in Balance Sheet.

Profit and Loss Account

Net employees benefit expenses(recognized in Personnel expenses)

	Defined Benefit Plan		Defined Benefit Plan	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Current service cost	2293035.00	353052.00	1572802.00	218552.00
Interest on defined benefit obligation	326621.00	40425.00	230940.00	69048.00
Expected return on plan assets	-	-	-	-
Net actuarial losses/(gains) recognized in the year	-	-	-	-
Past service cost	-	-	-	-
Actuarial(gain)/losses	(1839631.00)	(247322.00)	(607738.00)	(645382.00)
<b>Total included in 'Salaries, wages and allowances'</b>	<b>780025.00</b>	<b>146155.00</b>	<b>1196004.00</b>	<b>(357782.00)</b>
Balance Sheet				
Details of Provisions for Gratuity and Leave Encashment:				
Liability at the end of the year	4862784.00	651473.00	4082759.00	505318.00
Fair value of plan assets at the end of year	-	-	-	-
Difference	4862784.00	651473.00	4082759.00	505318.00
Unrecognized past service cost	-	-	-	-
Unrecognized transition liability				
<b>Amount in Balance Sheet</b>	<b>4862784.00</b>	<b>651473.00</b>	<b>4082759.00</b>	<b>505318.00</b>
Changes in the present value of the defined benefit obligation are as follows:				
Liability on account of Scheme of Arrangement	4082759.00	505318.00	2886755.00	863100.00
Interest cost	326621.00	40425.00	230940.00	69048.00
Current service cost	2293035.00	353052.00	1572802.00	218552.00
Past service cost(non vested benefit)				
Past service cost(vested benefit)				

Benefits paid				
Actuarial(gain)/loss	(1839631.00)	(247322.00)	(607738.00)	(645382.00)
<b>Liability at the end of the year</b>	<b>4862784.00</b>	<b>651473.00</b>	<b>4082759.00</b>	<b>505318.00</b>
<b>Principal actuarial assumptions at the Balance Sheet date:</b>				
Discount rate	7.35%	7.35%	8.00%	8.00%
salary escalation	6.00%	6.00%	6.00%	6.00%
Employee withdrawal rate	1-3%	1-3%	1-3%	1-3%

**NOTE 24 FINANCE COST**

	<b>Rupees</b>	<b>31-03-17 Rupees</b>	<b>Rupees</b>	<b>31-03-16 Rupees</b>
Interest on Working Capital Loan		27575339.00		31109551.00
Interest on Term Loan		19641597.00		27272440.00
Financial charges		11962027.00		4398533.00
		<b>59178963.00</b>		<b>62780524.00</b>

**NOTE 25 DEPRECIATION AND AMORTISATION EXPENSES**

	<b>Rupees</b>	<b>31-03-17 Rupees</b>	<b>Rupees</b>	<b>31-03-16 Rupees</b>
Depreciation		124047127.00		117178082.00
Amortisation & Write offs		285964.00		285964.00
		<b>124333091.00</b>		<b>117464046.00</b>

**NOTE 26 OTHER EXPENSES**

	<b>Rupees</b>	<b>31-03-17 Rupees</b>	<b>Rupees</b>	<b>31-03-16 Rupees</b>
<b>Manufacturing Expenses</b>				
Power & Fuel	323635961.00		371124351.00	
Repairs & maintenance (Plant & Machinery)	8203117.00		7918686.00	
Repairs & maintenance (Others)	2104495.00		2199324.00	
Other expenses	1825851.00	335769424.00	3367946.00	384610308.00
<b>Establishment Expenses</b>				
Printing & stationery	956459.00		741711.00	
Postage, telephone & telegram	1669694.00		1682003.00	
Travelling, conveyance & vehicle running exp.	12207545.00		11508236.00	
Auditors' remuneration	300000.00		200000.00	
Legal & Professional charges	8356293.00		4602154.00	
Electricity Expenses	1339595.00		1060080.00	
Advertisement & Publicity	2520964.00		290716.00	
Security services	2123408.00		371632.00	
Rent	2257500.00		2687500.00	
Rates & taxes	461823.00		1979972.00	
Rebate & discount	30009032.00		19800633.00	
Commission on Sales	68239019.00		25709210.00	
CSR Expenses	-		2287359.00	
Stock Exchange	771945.00		481351.00	
Income Tax Exps	-		-	
Intt on late payment	399979.00		786765.00	
Freight & forwarding (outward)	3466762.00		2390958.00	
Misc.exp.	960054.00	136040072.00	841572.00	77421852.00
		<b>471809496.00</b>		<b>462032160.00</b>

**NOTE 26.1 PAYMENT TO AUDITORS**

Audit Fee		240000.00		160000.00
Taxation		60000.00		40000.00
		<b>300000.00</b>		<b>200000.00</b>



\* Charges for Marine Insurance are net of amount recovered on sales

**NOTE 27 EARNINGS PER SHARE (BASIC & DILUTED)**

			31-03-17		31-03-16
	Basic & diluted Earnings per Share	Rupees	Rupees	Rupees	Rupees
a	Net Earning		69343928.00		47496958.00
b	Cash Earning		193391055.00		164675040.00
c	Weighted Average No. of Equity Shares of Re. 1/- each (Nos)		257125940		257125940
	Weighted Average No. of Equity Shares after Dilution		257125940		257125940
d	Basic & Diluted Earnings per share Annualised (Rs.)		0.27		0.18
e	Cash Earning (Basic & Diluted) per shares- Annualised (Rs.)		0.75		0.64

**NOTE 28 VALUE OF IMPORT ON CIF BASIS**

			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
	<b>Imports during the year [CIF value]</b>				
	Raw Material and Chemical		770331168.00		701229824.00
	Stores and Spares parts		3370204.00		1554601.00
	Capital Goods		1243672.00		15084412.00
			<b>774945044.00</b>		<b>717868837.00</b>

**NOTE 29 EXPENDITURE IN FOREIGN CURRENCY**

			31-03-17		31-03-16
		Rupees	Rupees	Rupees	Rupees
	-Travelling expenses		1170864.00		431533.00
			<b>1170864.00</b>		<b>431533.00</b>

**NOTE 30 CONTINGENT LIABILITIES AND COMMITMENTS**

	Contingent Liabilities not provided for in respect of :	31-03-17 (Rs. In lac)		31-03-16 (Rs. In lac)
a.	Guarantees given by the Bankers on behalf of the Company(Net of margin money)	-		82.39
b.	Estimated amount of contract remaining to be executed on Capital account(Net)	-		-
c.	Letter of credit issued by Bank(Net of Margin money)	-		-
d.	Disputed demands under (Net of Deposit):			
	Sales Tax/Commercial Tax	227.90		155.80
	Factories Act	6.01		6.16
	Central Excise and Service Tax	40.79		20.02

**NOTE 31 SEGMENT REPORTING**

a.	Primary Segment Reporting ( by business segment)				
1.	Segments have been identified in line with the Accounting Standard on Segment Reporting (AS 17), taking into account the organizational structure as well as the differential risk and returns of these segments. Detail of products included in each of the segments are as under:				
	Paper	Kraft Paper			
	Steel	M.S. Ingot			
2.	Information about Business Segments :				
A	<b>SEGMENT REVENUE</b>		<b>31-03-17</b>		<b>31-03-16</b>
	Kraft Paper		2878563881.00		2812691050.00
	M.S.Ingot		173265224.00		345379234.00
	Unallocated		35050599.00		-
	<b>Total</b>		<b>3086879704.00</b>		<b>3158070284.00</b>
B	<b>SEGMENT RESULTS (Profit/(Loss) before</b>				

	<b>tax &amp; interest)</b>			
	Kraft Paper		94609569.00	151924971.00
	M.S.Ingot		(2281680.00)	(9571293.00)
	Unallocated		60425235.00	39631532.00
	<b>Profit Before Tax &amp; Interest</b>		<b>152753124.00</b>	<b>181985210.00</b>
	Less: Interest		59178963.00	62780524.00
	<b>Profit Before Tax and Exceptional Items</b>		<b>93574161.00</b>	<b>119204686.00</b>
<b>C</b>	<b>SEGMENT ASSETS</b>			
	Paper		2933033451.00	2962791669.00
	M.S.Ingot		80248362.00	115336343.00
	Unallocated		1392681906.00	1247821966.00
			<b>4405963719.00</b>	<b>4325949978.00</b>
<b>D</b>	<b>SEGMENT LIABILITIES</b>			
	Paper		792694936.00	795774024.00
	M.S.Ingot		22729235.00	34208448.00
	Unallocated		351663208.00	326435184.00
			<b>1167087379.00</b>	<b>1156417657.00</b>

#### NOTE 32.1 RELATED PARTY DISCLOSURE

	Related party disclosures, as required by Accounting Standard 18, "Related Party Disclosures", issued by the Institute of Chartered Accountants of India are given below:			
	a. Key Management Personnel		: Kailash Chandra Agarwal : Himanshu Agarwal : Surya Prakash Sinha	
	b. Relatives of Key Managerial Personnel		: Simple Agarwal	
	c. Enterprises controlled by Key Management personnel and Individuals having significant Influence		: Genus Power Infrastructure Ltd. : Kailash Coal and Coke Co. Ltd : Yajur Commodities Ltd (formerly Virtuous Urja Ltd.) : Genus Innovation Ltd : Genus Electrotech Ltd : Genus Apparels Ltd	

#### 32.2 Details of Related Party Transactions:

S. No.	Particulars		Subsidiary	Key Management Personnel	Relatives of Key Management Personnel	Enterprises Where Significant Influence exist	Total
1	Sales & Services	2016-17	-	-	-	4903070.00	4903070.00
		2015-16	-	-	-	-	-
2	Interest and Other Income	2016-17	-	-	-	20239303.00	20239303.00
		2015-16	-	-	-	5434815.00	5434815.00
3	Purchase of goods/Payment for other services	2016-17	-	-	-	77709003.00	77709003.00
		2015-16	-	-	-	41416151.00	41416151.00
4	Interest paid	2016-17	-	-	-	-	-
		2015-16	-	-	-	10580749.00	10580749.00
5..	Dividend received	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
6	Sale of Fixed Assets	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
7	Investment	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
8	Outstanding Balances						
	As on 31-03-2017						
	-Debtors	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
	-Creditors	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-

	-Loans & advances	2016-17	-	-	-	270428603.00	270428603.00
		2015-16	-	-	-	118633906.00	118633906.00
	-Unsecured Loan	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
9	Guarantees & collaterals	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
10	Remuneration to key managerial personnel	2016-17	-	14160000.00	1500000.00	-	15660000.00
		2015-16	-	13800000.00	-	-	13800000.00

As per our report attached  
**For D. Khanna & Associates**  
Chartered Accountants  
ICAI Firm Regn. No. 012917N

**For and on behalf of the Board**

Kailash C. Agarwal  
Mg. Director & CEO  
DIN-00895365

Himanshu Aggarwal  
Wt. Director  
DIN-00065185

(Deepak Khanna)  
Partner  
Membership No. 092140  
,  
Place : Moradabad  
Date : May 26, 2017

Sanjay Kr Agarwal  
Chief Financial Officer

Anuj Ahluwalia  
Company Secretary

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



## 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

6<sup>TH</sup> Annual General Meeting, Thursday, the 21<sup>st</sup> day of September, 2017  
At 10.00 a.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 06<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh on Thursday, 21<sup>st</sup> September, 2017 at 10.00 a.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.

### FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To,  
The Company (for members holding shares in physical mode) /  
The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

Sub: Registration/Updation of email address (Genus Paper & Boards Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place:

Signature of the Shareholder(s) \*\*

Notes:

\*\*Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.



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 06<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday the 21<sup>st</sup> September, 2017 at 10.00 a.m. 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.	Consideration and Adoption of Audited Standalone Financial Statements for the FY ended March 31, 2017 together with the Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Surya Prakash Sinha as Director, who retires by rotation		
3.	Ratification of the appointment of Statutory Auditors and fix their remuneration		
4.	Ratification of remuneration of Cost Auditors for FY 2017-18		
5.	Approval of new set of Articles of Association of the Company*		
6.	Transaction with related party u/s 188 of the Companies Act, 2013*		
7.	Re-appointment of Mr. Kailash Chandra Agarwal as Managing Director*		
8.	Re-appointment of Mr. Himanshu Agarwal as Whole Time Director*		
9.	Authorization to the board for investment and to provide inter-corporate loans, guarantee, security, etc.*		

\*Special Resolution

**Signed this ..... day of ..... 2017.**

\_\_\_\_\_  
**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. ***\*\*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.***
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. 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.



## Form No. MGT- 12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company</b>	: GENUS PAPER & BOARDS LIMITED			
<b>Registered Office</b>	: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh			
<b>CIN</b>	: L21098UP2012PLC048300			
<b>BALLOT PAPER</b>				
<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (in BLOCK LETTERS)			
2.	Postal Address			
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
<b>I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:-</b>				
<b>S. No.</b>	<b>Item No.</b>	<b>No. of shares held</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1.	Consideration and Adoption of Audited Standalone Financial Statements for the FY ended March 31, 2017 together with the Reports of the Board of Directors and Auditors			
2.	Re-appointment of Mr. Surya Prakash Sinha as Director, who retires by rotation			
3.	Ratification of the appointment of Statutory Auditors and fix their remuneration			
4.	Ratification of remuneration of Cost Auditors for FY 2017-18			
5.	Approval of new set of Articles of Association of the Company*			
6.	Transactions with related party u/s 188 of the Companies Act, 2013*			
7.	Re-appointment of Mr. Kailash Chandra Agarwal as Managing Director*			
8.	Re-appointment of Mr. Himanshu Agarwal as Whole Time Director*			
9.	Authorization to the board for investment and to provide inter-corporate loans, guarantee, security, etc*			
<b>*Special Resolution</b>				
<b>Place:</b>				
<b>Date:</b> <span style="float: right;">(*Signature of the Shareholder/Proxy holder)</span>				

\*As per Company records

**Note:** This Ballot Form shall be used by the Shareholder(s) who does not have access to the e-voting system.





If undelivered, please return to

## **Genus Paper & Boards Limited**

(A Kailash Group Company)

### **Registered Office**

Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh  
Tel : 0591-2511171 Fax : 0591 – 2511242

### **Corporate Office**

D-116, Okhla Industrial Area, Phase-1, New Delhi-110020  
Tel: 011 47114800 Fax: 011 47114833

Website : [www.genuspaper.com](http://www.genuspaper.com)