



Genus Paper & Boards Ltd.

(A Kailash Group Company)

CIN: L21098UP2012PLC048300

Genus
energizing lives

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

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May 29, 2015

To, The Manager, (Corporate Relationship Department), BSE Limited, 1st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001 Fax No.: 022-22723719 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	To, The Manager, (Listing & Corporate Communications), National Stock Exchange of India Ltd., Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Fax No: (022) 26598237 / 38 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER	To, Central Depository Services (India) Limited eVoting Division, 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001 Tel No. 022-22723333 Email : helpdesk.evoting@cdslindia.com Entity ID : 77535
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**Sub: i)- Results of E-voting (including Poll); and
ii)- Combined Scrutinizer's Report - E-voting & Poll**

Dear Sir,

This is with reference to the approval of the Shareholders of Genus Paper & Boards Limited sought by way of passing the Resolution(s) by means of e-voting at the Extraordinary General Meeting held on May 28, 2015 vide the Notice dated April 29, 2015 (copy attached), in terms of the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement.

Based on the Scrutinizer's Report, the Chairman has declared the results of the E-voting including poll on May 29, 2015 at the Registered Office of the Company. A copy of the combined scrutinizer's report on the results of voting through E-voting & Poll is enclosed herewith.

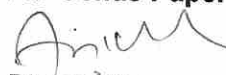
Accordingly, pursuant to Clause 31 of the Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other provisions as applicable, we wish to inform you that shareholders at the extraordinary general meeting of the Company held on 28th May, 2015 has approved and passed the following resolution(s) through e-voting and poll as an Ordinary Resolution:-

1. Appointment of M/s D. Khanna & Associates, Chartered Accountants, Jaipur (ICAI Regn. No-012917N) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Pradeep Hari & Co., Chartered Accountants, Moradabad.

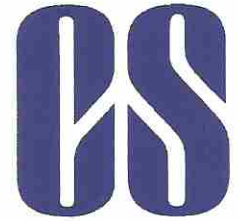
This is for your kind information and records please.

Thanking you.

Yours faithfully,
For Genus Paper & Boards Limited


Director/Company Secretary

Encl. as above



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

To,

The Chairman

Extraordinary General Meeting of **THE GENUS PAPER & BOARDS LIMITED**

Moradabad-224001

(Uttar Pradesh)

Ref. : Extraordinary General Meeting (EGM) of the Members of GENUS PAPER & BOARDS LIMITED held on 28th May, 2015 at 12:30 P.M.

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

Dear Sir,

I, Nishant Agarwal (Membership No.- ACS 21943 and C.P. No.-7965), Partner of M/s Gaurav Gupta & Associates, Practicing Company Secretary, Moradabad have been appointed as the Scrutinizer, for the purpose of scrutinizing the e-voting process and the Poll process at Extraordinary General Meeting (EGM) of the Company (including the Ballot Papers, if any, received pursuant to Clause 35B of the Listing Agreement) and submitting a combined report thereon, pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21(1) of the Companies (Management and Administration) Rules, 2014.



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The Management is responsible to ensure the compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement relating to voting through electronic means on the resolution contained in the Notice of EGM dated 29th April, 2015. My responsibility as a Scrutinizer is limited to make a scrutinizer report of the votes cast "in favour" or "against" the resolution(s) based on the report of poll and report generated from the e-voting system provided by the Central Depository Services (India) Limited ("the CDSL"), the authorised agency engaged by the Company to provide e-voting facility to the shareholders of the Company.

I submit my report as under:-

1. The Company has completed the dispatch of Notice through Courier on May 04, 2015 and by e-mail on May 05, 2015 to the members, whose names appeared on the Register of Members/ List of Beneficiaries as on April 24, 2015.
2. The e-voting period remained open from Monday, 25th May, 2015 (10:00 a.m. IST) to Wednesday, 27th May, 2015 (5:00 p.m. IST) and thereafter the e-voting facility was blocked.
3. The Shareholders holding shares as on the "cut-off" date i.e. 21st May, 2015 were entitled to vote on the proposed resolution(s) as set out at item no. 1 in the Notice of the EGM of the Company.
4. The Company has also released an advertisement on Thursday, May 07, 2015 in 'The Business Standard newspaper' one in English language and one in vernacular language (Hindi), informing about the e-voting facility to the shareholders and other related matters thereto as prescribed.
5. The Members, who were unable to access remote e-voting facility, pursuant to Clause 35B of the Listing Agreement were provided an option to cast vote by sending the duly



completed Ballot form to the Company. The last date and time to receive duly completed ballot papers by the company was on Wednesday, May 27, 2015 (5.00 p.m. IST). The Company, however, has confirmed that no ballot form was received by the Company to the last date and time fixed in regard.

6. After the time fixed for closing of the poll by the Chairman, one Ballot box was locked in my presence with due identification mark placed by me.
7. The locked Ballot box was subsequently opened in my presence and in the presence of two witness and the votes cast through polling paper were counted by me.
8. The Polling papers were duly reconciled with the records provided by the Company/ Registrar and Transfer Agent of the Company (Niche Technologies Private Limited, Kolkata) and the authorizations/proxies lodged with the Company.
9. The ballot forms were opened and votes cast through e-voting system were unblocked on 28th May, 2015 in the presence of two witnesses not in the employment of the company viz. Ms. Shubhi Garg and Ms. Shaista Parveen . They have signed below in confirmation to the effect.

Witness: 1 (Ms. Shubhi Garg)

Shubhi Garg

Witness: 2 (Ms. Shaista Parveen)

Shaista Parveen

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



11. The results of E-voting and Poll is as under:

Ordinary Resolution

Item No: 1 : Appointment of Statutory Auditors to fill casual vacancy

S. No.	Description	Voting Electronically (E-voting)		Voting through Poll		Aggregate Voting	
		Number of Members /E-voters	Number of Votes	Number of Members / Proxies	Number of Votes	Number of Members /E-voters /Proxies	Number of Votes
1	Total Votes Cast	51	69391780	19	56406838	70	125798618
	Less: Total Invalid Votes Cast	Nil	Nil	Nil	Nil	Nil	Nil
2	Total Valid Votes Cast	51	69391780	19	56406838	70	125798618
3	Total Valid Votes Cast "FOR" Resolution	51	69391780	19	56406838	70	125798618 (100%)*
4	Total Valid Votes Cast "AGAINST" Resolution	Nil	Nil	Nil	Nil	Nil	Nil

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

On the basis of the above, I report that the Ordinary Resolution at Item No 1 has been passed with requisite majority. You may accordingly declare the results of the voting by electronic means and poll.

I hereby confirm that I am maintaining a Register having the particulars as prescribed to record the assent or dissent of the members in electronic mode. The Register and all other papers relating to voting through e-voting and poll shall remain in my safe custody until the



Chairman considers, approves and signs the Minutes of the aforesaid Extraordinary General Meeting and the same will be handed over to the Company.

Thanking you,

Yours faithfully,

for Gaurav Gupta & Associates

Company Secretaries

Nishant Agarwal

(Partner)

CP No.7965

Membership No : ACS 21943



Date: 29th May, 2015

Place: Moradabad




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