



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 14, 2016

BSE Limited (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	National Stock Exchange of India Ltd. (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Fax No: (022) 26598237 / 38 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER
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Dear Sir(s),

Re: Annual Report

This is to inform you that the 5th Annual General Meeting ("AGM") of Genus Paper and Boards Limited ("The Company") was held on 13th September, 2016

In this regard and pursuant to the Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find attach herewith the Annual Report for the financial year ended March 31, 2016 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

The background features an abstract design with various blue shapes. In the top right corner, there is a solid blue curved shape. The center of the page is dominated by several concentric circles and solid circles of different sizes, some with double outlines. At the bottom, there is a blue curved band, and below it, a blue area with a white grid pattern.

**Annual Report
2015-2016**

Corporate Information

Board of Directors

Mr. Ishwar Chand Agarwal
Chairman

Mr. Kailash Chandra Agarwal
Managing Director

Mr. Himanshu Aggarwal
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
CFO

Mr. Anuj Ahluwalia
Company Secretary

Auditors

D. Khanna & Associates
Chartered Accountants

Bankers

State Bank of India
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 05th Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Tuesday, 13th September, 2016 at 4.00 p.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 standalone financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
- To appoint Director in place of Shri Ishwar Chand Agarwal (having DIN-00011152), 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 04th Annual General Meeting held on 26th September, 2015, the appointment of M/s D. Khanna & Associates (Firm Registration Number-012917N), Chartered Accountants, Jaipur, as Statutory Auditor of the Company for financial year 2016-17, 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 2016-17."

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FY 2016-17

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 31st March, 2017."

5. APPOINTMENT OF MRS. ANU SHARMA AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Anu Sharma (DIN: 07301904) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 12th October, 2015 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 5th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years."

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 a **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 1st April, 2016 upto the maximum per annum amounts as appended below:

MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1 st APRIL 2016					
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,	-	-	-	-
Genus Electrotech Limited	Exempted being in the ordinary course of business and on arm's length basis	-	-	-	-
Kailash Coal & Coke Co Limited		-	-	-	-
Genus Apparels Limited		-	-	-	-

< (Rs. in Lacs)

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	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 SURYA PRAKASH SINHA AS WHOLE TIME DIRECTOR

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

“RESOLVED THAT in supersession of the earlier resolution passed by the board of directors at the board meeting held on October 12, 2015 with respect to the appointment of Mr. Surya Prakash Sinha as the Director of the Company and 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 Surya Prakash Sinha (holding DIN No. 06530766) 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 Mr. Surya Prakash Sinha shall be subject to retirement by rotation during his tenure as whole time director.

RESOLVED FURTHER THAT Mr. Surya Prakash Sinha shall be the Key Managerial Personnel of the Company w.e.f. 12th October, 2015 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 Mr. Surya Prakash Sinha.

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 Mr. Surya Prakash Sinha 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 Mr. Surya Prakash Sinha 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.”

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

Place : Moradabad
Dated : 12th August, 2016

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

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 Wednesday, September 07, 2016 to Tuesday, September 13, 2016 (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.5 and 7 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 Saturday, September 10, 2016 (09:00 a.m.) and ends on Monday, September 12, 2016 (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 Tuesday, September 06, 2016, 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 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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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. - 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.
Dividend Bank Details OR Date of Birth (DOB)	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. 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).

- (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.
 - 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 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 under help section or write an email to 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 on or after 30th June 2016. 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" with a copy marked to "helpdesk.evoting@cdslindia.com" on or before September 12, 2016, 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 06, 2016. 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 Tuesday, September 06, 2016.
- (VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Tuesday, September 06, 2016. 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 Tuesday, September 06, 2016 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. Tuesday, September 06, 2016, 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 favour or against, if any, to the Chairman or a person authorised 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' 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. Tuesday, September 13, 2016.
- (XIV) In case you have any queries or issues regarding remote e-voting, please contact helpdesk.evoting@cdslindia.com or Mr. Anuj Ahluwalia, Company Secretary at 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.

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 7 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 31st March 2017 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 31st March 2017.

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

It is informed that Mrs. Anu Sharma (DIN-07301904) was appointed as an Additional Director of the Company with effect from 12th October, 2015 to comply with provision of Section 149 of Companies Act, 2013 ("the Act") and in terms of Section 161 of the Act, she will hold office up to the date of the ensuing Annual General Meeting.

It is further informed that the Board of Directors of the Company recommended her appointment as an Independent Director, not liable to retire by rotation, in its meeting held on 12th August 2016 for a term of five years starting from date of ensuing Annual General Meeting ("AGM") upto the date of 10th AGM of the Company.

It is further informed that Mrs. Anu Sharma (DIN-07301904) is a science graduate and possesses sound experience of Insurance Business Management.

It is further informed that the Company has received from Mrs. Anu Sharma (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act (iii) disclosure of interest in any company or companies or bodies corporate, firms or other association of individuals in form MBP-1 in terms of Section 184 (1) of Companies Act, 2013 and Rule 9(1) of Companies (Appointment & Qualification of Directors) Rules 2014 and (iv) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

It is further informed that in terms of provision of Section 152(2) of the Act, approval of members is required for the appointment of Mrs. Anu Sharma (DIN-07301904) as an Independent Director of the Company.

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Shareholders.

No director, Key managerial personnel or their relatives, except Mrs. Anu Sharma, to whom the resolution relates, is interested or concerned in the 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 Audit Committee or Board, and prior approval of 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 limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations) for the financial year 2016-17 and beyond.

All prescribed disclosures as required to be given under the provisions of the 2013 Act 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 ANNUAM) WEF 1 ST APRIL 2016 (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 and NATURE OF RELATIONSHIP WITH RELATED PARTIES :-					
COMPANIES :-					
Genus Innovation Limited 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	-	-	-	-
Genus Electrotech Limited Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)					
Kailash Coal & Coke Co Limited Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
Genus Apparels Limited Common Directorship (Shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)		-	-	-	-
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	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

- Name of the related party and nature of relationship: As provided in table above.
- Name of the director or key managerial personnel who is related, if any;
Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, and Mr. Himanshu Aggarwal, Directors, KMPs and Promoters of the Company and their relatives are deemed to be interested in above resolution.
- Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
- Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
- Any advance paid or received for the contract or arrangement, if any: NIL
- 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.
- 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.
- 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 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

It is informed that the Company in its board meeting held on October 12, 2015 passed the resolution for the appointment and remuneration of Shri Surya Prakash Sinha, as the Director of the Company for a period of 3 years w.e.f. October 12, 2015, pursuant to Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013. He is not liable to retire by rotation in accordance with the provisions of Article of Association of the Company.

As per the provisions of section 152 of the Companies Act, 2013, every company shall have at least 2/3rd rotational directors of the total no. of directors of the company for the time being in force. However, this section further provides that Independent Directors shall not be liable to retire by rotation and shall not be included in total no. of director for this purpose.

At present, your company has total 9 directors out of which 5 are independent directors who shall not be liable to retire by rotation in terms of section 152 of the Companies Act, 2013 and out of the remaining 4 directors, 1 is managing director who is not liable to retire by rotation as per articles of association of the Company and 2 are whole time directors where 1 director is liable to retire by rotation (for this purpose his terms of appointment have been amended in the AGM held on 30.09.2014 and he has been made director liable to retire by rotation) and the other is not liable to retire by rotation in terms of Article of Association of Company and 1 is non-executive chairman who is liable to retire by rotation. Thus, our company has 2 rotational directors, while it is required in terms of the provisions of Section 152 of the Companies Act, 2013 to appoint at least 3 such directors who shall retire by rotation at annual general meeting.

It is decided that it would be desirable to amend the terms and conditions of the appointment of Mr. Surya Prakash Sinha, (Whole time director who is not liable to retire by rotation) at the ensuing AGM that he shall be liable to retire by rotation during his tenure as Whole time director and thereby fulfilling the requirement of the provisions of Section 152 of the Companies Act, 2013 to appoint at least 3 such directors who shall retire by rotation at annual general meeting.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Boards of Directors has, on the recommendation of the Remuneration Committee, approved the appointment of Mr. Surya Prakash Sinha as Whole Time Director (designated as Executive Director) for a period of 3 years with effect from October 12, 2015, 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. Surya Prakash Sinha are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment and the remuneration of Mr. Surya Prakash Sinha as Whole Time Director are given below:

- i)- **Tenure of the office:** For a period of 3 (Three) years effective from October 12, 2015.
- ii)- **Basic Salary:** Rs. 30,000/- per month
- iii)- **House rent Allowance (HRA):** Rs. 15000/- per month
- iv)- **Conveyance Allowance:** Rs. 5000/- per month
- v)- **Other Allowance:** Rs. 10000/- per month
- vi)- **Company's Contribution to Provident Fund /Superannuation fund / Annuity Fund, if any:** The Company shall contribute to the Provident fund /Superannuation fund/Annuity fund in accordance with the rules and regulations of the Company.
- vii)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Surya Prakash Sinha shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- viii). 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.

The period of office of Mr. Surya Prakash Sinha shall be liable to determination by retirement of directors by rotation. If Mr. Surya Prakash Sinha is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as Executive Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as Executive Director.

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 appointment of Mr. Surya Prakash Sinha as Whole Time Director, for a period of three years commencing from 12th October, 2015 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. Surya Prakash Sinha is appropriate and in the best interest of the Company.

Except Mr. Surya Prakash Sinha 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. 7 except to the extent of their shareholdings in the Company, if any.

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

I. GENERAL INFORMATION:		
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 th January, 2012 and the Certificate of Commencement of Business was dated 13 th 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 2014-15 and 2015-16 are provided in the Annual Report 2016 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.
II. INFORMATION ABOUT THE APPOINTEE:		
1.	Background details	▪ Name : Mr. Surya Prakash Sinha ▪ Designation : Whole Time Director ▪ Age : 65 Years Mr. Surya Prakash Sinha is appointed as Director of the Company on 12.10.2015. He has a very rich experience and skills in multi disciplinary areas like human resource, administration, etc.
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	NA
4.	Job profile and his suitability	Mr. Surya Prakash Sinha is the Whole Time Director of the Company. 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 from time to time. 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.
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)	Mr. Surya Prakash Sinha carries vast and enriched experience in the human resource and administration line of the Company. 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.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None of the key managerial personnel or any other senior managerial personnel is related to Mr. Surya Prakash Sinha.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	The Company is having inadequate profits due to the loss on sale of investment as compared to the previous year net profit
2.	Steps taken or proposed to be taken for improvement	In view of the rapidly growing demand for paper, the company has recently enhanced its production capacity of Kraft paper plant.

		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.
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.
IV.	Disclosure	
1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2016.	

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 of the Notice for approval by Shareholders.

**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 12.8.2016)**

Name of the Directors	Mr. Surya Prakash Sinha	Mrs. Anu Shama
Date of birth	31.10.1950	26.10.1968
Director Identification Number	06530766	07301904
Date of Joining the Board	12.10.2015	12.10.2015
Category Qualification(s)	Non Independent, Executive Graduate	Independent, Non Executive B.Sc.
Expertise in specific functional Area	Wide experience of Human Resource Management & Administration	Having relevant experience of Insurance Business Management & Planning.
No of Shares held in the Company	-	-
Directorship in other Companies #	Virtuous Paper & Urja Limited Virtuous Mining Limited	-
Committees' Memberships / Chairmanships in other Companies *	-	-

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

Registered Office :-

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

Place : Moradabad
Dated : 12th August, 2016

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

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 5th Annual Report and Audited Financial Statements on the Accounts of the Company for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

The highlights of financial statements of the company for the financial year 2015-16 are given below:

Particulars	(Amount in Lakh)	
	Current Year	Previous Year
	31.03.2016	31.03.2015
Net Sales / Revenue from Operations	31580.70	28861.41
Other Income	396.32	441.25
Finance Cost	627.80	617.83
Depreciation	1174.64	1018.10
Profit Before Tax	870.89	1428.62
Tax Expenses		
-Current Tax	282.42	402.42
-Deferred Tax	99.69	65.79
Net Profit /(Loss) for the Year	474.97	960.41
Earnings Per Share (FV Re. 1/- each)		
-Basic (In Rs.)	0.18	0.37
-Diluted (In Rs.)	0.18	0.37

OPERATIONS AND BUSINESS PERFORMANCE

The Company's Net Sales / Revenue from Operations during the year under review are Rs. 31580.70 lakh as compared to Rs. 28861.41 lakh in previous year.

The Profit after Tax for the year is Rs. 474.97 lakh as compared to Rs. 960.41 lakh in previous year.

RESERVES

During the Financial year 2015-16, 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 2015-16.

LISTING

The Company is pleased to inform the Members that the Stock Exchanges (BSE and NSE) have accorded their approval vide letters DCS/AMAL/LP/TRD/295/2014-15 dated 12.2.2015 and NSE/CML/28852 dated 12.2.2015 respectively for listing of 257125940 equity shares of Re 1/- each of the Company. The trading in the shares of the company is permitted at Stock Exchanges (BSE & NSE) since February 16, 2015. For more details about the scrip of the company, please refer the Corporate Governance section of this Annual Report.

SUBSIDIARIES

During the year under report, Genus Prime Infra Limited (formerly known as Gulshan Chemfill Limited) (GPIL), direct subsidiary of the Company has ceased to be its subsidiary w.e.f. 21.04.2015.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ishwar Chand Agarwal (having DIN-00011152), Non Executive Chairman 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.

Pursuant to Section 149(1) of the Companies Act, 2013, the Board of Directors of the Company had on 12th October, 2015 appointed Mrs. Anu Sharma (DIN-07301904) as an Additional Director in the category of Non-Executive Independent Director who is Woman Director on the Board w.e.f. 12th October, 2015 to fill the casual vacancy caused by the resignation of Mrs. Richa Jasrapuria (DIN-02097581). Mrs. Anu Sharma shall hold office till the date of the ensuing Annual General Meeting of the Company and, being eligible, offer herself for re-appointment. The Board of Directors in their meeting held on 12th August, 2016 has recommended to re-appoint Mrs. Anu Sharma as Non-Executive Independent Director within the meaning of Section 149 and 152 of the Companies Act, 2013.

Mrs. Anu Sharma is a graduate in science and possesses sound experience in the field of insurance business management and planning.

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), the board had on 12th October, 2015 appointed Mr. Surya Prakash Sinha (holding DIN No. 06530766) as 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.

The Company has also received notices in writing from members signifying their/his intention to propose Mrs. Anu Sharma and Mr. Surya Prakash Sinha as a candidature for the office of Director along with requisite deposit of Rupees One Lakh as required under Section 160 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board in its meeting held on 12th August, 2016 has considered and recommended the aforesaid re-appointments of Mrs. Anu Sharma and Mr. Surya Prakash Sinha to the Board for their approval.

The Board has considered that the presence of Mrs. Anu Sharma, Mr. Surya Prakash Sinha and Mr. Ishwar Chand 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.

Pursuant to the provisions of Section 203 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 had by passing a resolution by circulation on 17th November, 2015 appointed Mr. Anuj Ahluwalia (holding M No. ACS-35628) as the Company Secretary of the Company with effect from 16th November, 2015 to fill the casual vacancy being caused by Mr. Ankit Agarwal.

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 and Mr. Rajendra Aggarwal 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 2015-16, 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 26th 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 2016-17.

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 27 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, 2016 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 2015-16 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 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 15.5.2016, 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 12.8.2016, 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 2016-17 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 2016-17 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 2016-17 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 2015-16, in respect of the Kraft Paper & Steel Ingot prescribed under Cost Audit Rules, 2014, is due to be filed with MCA on or before 30.09.2016 (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 to 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

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.

During the year, the Company has spent Rs.22,87,359.37/- (Rupees Twenty Two Lakh Eighty Seven Thousand Three Hundred Fifty Nine and Thirty Seven Paise) (2%) of the average net profits of last three years on CSR activities.

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 as 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 2015-16, the Board of Directors of the Company met 6 (Six) times on 30/05/2015, 14/08/2015, 26/09/2015, 12/10/2015, 14/11/2015, 11/02/2016.

AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee, reconstituted on 18.7.2014. The Composition of the Committee 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 2015-16, the Audit Committee met 5 (Five) times on 30/05/2015, 14/08/2015, 26/09/2015, 09/11/2015, 11/02/2016. 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, 2016 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

Due to loss on sale of investment, the Company has incurred a downfall in the profit of the Company in the financial year ended on 31st March, 2016 as compared to previous year profit as on 31st March, 2015.

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 2015-16, 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.

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 : 12th August, 2016

Himanshu Aggarwal
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, 2016.

[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 And 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 31st March, 2016 (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 31st March, 2016, 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 – notified on 15-01-2015 and effective from 15-05-2015;
 - (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- notified on 28-10-2014 (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 and pollution control laws in so far as the same are applicable to it and secured necessary permissions under Indian Boiler Act.
- (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 – notified on 02-09-2015 and effective from 01-12-2015;

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 pursuant to clause 35 of the Listing Agreement, an incidental delay caused in filing the Shareholding Pattern for Quarter ended 30.9.2015 resulted into fine of Rs.2.73 lac approx. imposed by NSE.

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: 12th August, 2016.
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 2015-16

[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]

- 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:

- Eradicating hunger and poverty and malnutrition;
- Promoting health care including preventive health care and sanitation;
- Promotion of education;
- Promoting gender equality and empowering women;
- Training to promote rural sports;
- Ensuring environmental sustainability;
- Employment enhancing vocational skills;
- Rural development projects
- 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 and a weblink thereto is <http://www.genuspaper.com/pdf/CSR%20policy.pdf>

- 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

- Average net profit of the company for last three financial years: Rs. 1143.67 Lakh
- Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 22.87 Lakh
- Details of CSR spent during the financial year:

- Total amount to be spent for the financial year: Rs. 22.87 Lakh
- Amount unspent, if any; nil
- 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.	Contribution for setting up of naturopathy hospital to serve the people with drugless therapies like yoga, physiotherapy, acupuncture, diet, hydrotherapy, etc. Through naturopathy acute and chronic diseases can be treated with low cost and no side effect.	Healthcare	Local Area : Moradabad District & State : Moradabad, Uttar Pradesh	-	22.87	22.87	22.87
	TOTAL			-	22.87	22.87	22.87

*Details of implementing agency: Baldev Agarwal Naturopathy Centre, Moradabad, Uttar Pradesh ("BANC"), A Unit of Jai Narayan Bajrang Lal Todi Trust

- The Company was required to spend Rs.22.87 Lakh during the year and spent the entire amount of Rs.22.87 Lakh on CSR activities.
- 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 not 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
Genus Innovation Limited (Promoter Company)	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	The transaction was at arms' length basis.
Genus Electrotech Limited	Purchase of Goods /material	N.A.	Purchase of Goods /material	In business interest and/or at arm's length basis	N.A.	N.A.
Kailash Coal & Coke Company Limited (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.
Genus Apparels Limited (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 at arm's length basis

NIL

For and on behalf of the Board

Kailash Chandra Agarwal
Managing Director & CEO

Himanshu Aggarwal
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 31.03.2016

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company (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	88.47
2	M. S. Ingot	24103	11.53

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
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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	
A. PROMOTERS									
(1) Indian									
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	60611167	60	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
Sub-total (A)(1)	129806694	60	129806754	50.484	129806754	0	129806754	50.484	0.000
(2) Foreign									
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
Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	129806694	0	129806754	50.484	129806754	0	129806754	50.484	0.000
B. PUBLIC SHAREHOLDING									

(1) Institutions									
a) Mutual Funds	23945	99000	122945	0.048	23945	99000	122945	0.048	0.000
b) Banks / Financial	0	6000	6000	0.002	0	6000	6000	0.002	0.000
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	93110	0	93110	0.036	55000	0	55000	0.021	-0.015
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	0.015
Sub-total (B)(1)	117055	148000	265055	0.103	117055	148000	265055	0.103	0.000
(2) Non-Institutions									
a) Bodies Corporate	0	0	0	0	0	0	0	0	0.000
i) Indian	21267819	30000	21297819	8.283	17438316	30000	17468316	6.794	-1.489
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	22490496	2503465	24993961	9.721	30783144	2382755	33165899	12.899	3.178
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	70147734	0	70147734	27.281	64520612	0	64520612	25.093	-2.188
c) Others Specify									
1. NRI	8732385	1126000	9858385	3.834	8947088	1071000	10018088	3.896	0.062
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	756232	0	756232	0.294	1881216	0	1881216	0.732	0.438
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
Sub-total (B)(2)	123394666	3659465	127054131	49.413	123570376	3483755	127054131	49.413	0.000
Total Public Shareholding (B) = (B)(1)+(B)(2)	123511721	3807465	127319186	49.516	123687431	3631755	127319186	49.516	0.000
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.000
GRAND TOTAL (A+B+C)	253318415	3807525	257125940	100.000	253494185	3631755	257125940	100.000	0.000

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	500060	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	2301836	0.895	0.000	0.000
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	436000	0.170	0.000	0.000
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	4206300	1.636	0.000	0.000
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	3359000	1.306	0.000	0.000
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
TOTAL			129806754	50.484	2.542	129806814	50.484	2.542	0.000

*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]		
	Date Reason				
	10/04/2015 Transfer	60	0.000	500060	0.194
	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		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			2301836	0.895
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
24	JITENDRA AGARWAL				
	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
25	KAILASH CHANDRA AGARWAL				
	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
26	KAILASH CHANDRA AGARWAL				
	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
27	KAILASH COAL AND COKE COMPANY LIMITED				
	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
28	KAILASH INDUSTRIES LIMITED				
	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
29	KAILASH VIDYUT AND ISPAT LIMITED				
	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
30	MANJU DEVI TODI				
	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
31	MONISHA AGARWAL				
	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
32	NARAYAN PRASAD TODI				
	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
33	NARAYAN PRASAD TODI				
	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
34	NISHU TODI				
	a) At the Beginning of the Year	436000	0.170		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			436000	0.170
35	PARUL AGARWAL				
	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
36	PHOOS RAJ TODI				
	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
37	PHOOS RAJ TODI				
	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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4206300	1.636
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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3359000	1.306
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
	TOTAL	129806754	50.484	129806814	50.484

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	ASHISH DHAWAN				
	a) At the Beginning of the Year	1829728	0.712		
	b) Changes during the year				
	Date Reason				
	25/12/2015 Transfer	-224700	0.087	1605028	0.624
	31/12/2015 Transfer	-633429	0.246	971599	0.378
	08/01/2016 Transfer	-971599	0.378	0	0.000
	c) At the End of the Year			0	0.000

2	DIAMOND DEALCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	500000	0.194		
	b) Changes during the year				
	Date Reason				
	15/05/2015 Transfer	1800000	0.700	2300000	0.895
	c) At the End of the Year			2300000	0.895
3	GEMUS AGENTS PRIVATE LIMITED				
	a) At the Beginning of the Year	800000	0.311		
	b) Changes during the year				
	Date Reason				
	01/05/2015 Transfer	395878	0.154	1195878	0.465
	08/05/2015 Transfer	779122	0.303	1975000	0.768
	c) At the End of the Year			1975000	0.768
4	JAI-VIJAY RESOURCES PVT LTD				
	a) At the Beginning of the Year	2021790	0.786		
	b) Changes during the year				
	Date Reason				
	18/03/2016 Transfer	-2021790	0.768	0	0.000
	c) At the End of the Year			0	0.000
5	LATA BHANSHALI				
	a) At the Beginning of the Year	4907230	1.908		
	b) Changes during the year				
	Date Reason				
	22/05/2015 Transfer	-3052400	1.187	1854830	0.721
	c) At the End of the Year			1854830	0.721
6	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
7	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
8	MARYADA BARTER PRIVATE LIMITED				
	a) At the Beginning of the Year	1706858	0.664		
	b) Changes during the year				
	Date Reason				
	10/04/2015 Transfer	10000	0.004	1716858	0.668
	01/05/2015 Transfer	-6480	0.003	1710378	0.665
	08/05/2015 Transfer	-1710378	0.665	0	0.000
	c) At the End of the Year			0	0.000
9	MEENA A KOTHARI				
	a) At the Beginning of the Year	4200000	1.633		
	b) Changes during the year				
	Date Reason				
	17/07/2015 Transfer	-500000	0.194	3700000	1.439
	04/12/2015 Transfer	-87855	0.034	3612145	1.405
	11/12/2015 Transfer	-341356	0.133	3270789	1.272
	18/12/2015 Transfer	-1927807	0.750	1342982	0.522
	25/12/2015 Transfer	-533904	0.208	809078	0.315
	15/01/2016 Transfer	-168471	0.066	640607	0.249
	22/01/2016 Transfer	27904	0.011	668511	0.260
	29/01/2016 Transfer	-49649	0.019	618862	0.241
	05/02/2016 Transfer	-18862	0.007	600000	0.233
	12/02/2016 Transfer	-59232	0.023	540768	0.210
	c) At the End of the Year			540768	0.210
10	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
	TOTAL	63308528	24.622	57714448	22.447

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				
	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				
	c) At the End of the Year			13298356	5.172
3	Himanshu Agarwal (Director & KMP)				
	a) At the Beginning of the Year	2301846	0.895		
	b) Changes during the year				
	c) At the End of the Year			2301836	0.895
4	Rameshwar Pareek (Director)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	c) At the End of the Year			0	0.000
5	Bhairon Singh Solanki (Director)				
	a) At the Beginning of the Year	10000	0.004		
	b) Changes during the year				
	Date Reason				
	17/04/2015 Transfer	-10000	0.004	0	0.000
	c) At the End of the Year			0	0.000
6	Udit Agarwal (Director)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	c) At the End of the Year			0	0.000
7	Richa Jasrapuria* (Director)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	31/03/2015 Transfer	87690	0.034	87690	0.034
	c) At the End of the Year			87690	0.034
8	Anu Sharma** (Director)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	c) At the End of the Year			0	0.000
9	Surya Prakash Sinha** (Director & KMP)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	c) At the End of the Year			0	0.000
10	Sanjay Kumar Agarwal (KMP)				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	c) At the End of the Year			0	0.000
11	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

* Richa Jasrapuria had ceased to be the director of the Company w.e.f 12th October, 2015

**Anu Sharma and Surya Prakash Sinha appointed on 12th October, 2015 as the Directors of the Company

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	5720.68	307.71	0	6028.39
ii. Interest due but not paid	0	0	0	0.00
iii. Interest accrued but not due	0	0	0	0.00
Total (i+ii+iii)	5720.68	307.71	0	6028.39
Change in Indebtedness during the financial year				
* Addition	577.43	0	0	577.43
* Reduction	0	7.58	0	7.58
Net Change	577.43	7.58	0	585.01
Indebtedness at the end 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
Total (i+ii+iii)	6298.11	300.13	0	6598.24

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 Aggarwal (WTD)	Surya Prakash Sinha (WTD)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	67.20	67.20	3.60	138.00
	(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
	Total (A)	67.20	67.20	3.60	138.00
	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	Independent Directors							
	Fee for attending board committee	-	-	-	-	-	-	Nil
	Commission	-	-	-	-	-	-	Nil
	Others, please specify	-	-	-	-	-	-	Nil
	Total (1)	-	-	-	-	-	-	Nil
2	Other Non-Executive Directors							
	Fee for attending board committee	-	-	-	-	-	-	Nil
	Commission	-	-	-	-	-	-	Nil

	Others, please specify	-	-	-	-	-	-	Nil
	Total (2)	-	-	-	-	-	-	Nil
	Total (B)=(1+2)	-	-	-	-	-	-	Nil
	Total Managerial Remuneration (A+B)							138.00
	Overall Ceiling as per the Act	11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013						

- Mr. Surya Prakash Sinha was appointed as Whole Time Director w.e.f. 12.10.2015
- Mrs. Anu Sharma was appointed as an Additional Director w.e.f. 12.10.2015

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

(Rs. in Lakh)

SN.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	CS	Total Amount
		Not Applicable (CEO is a MD)	Sanjay Kumar Agarwal	Anuj Ahluwalia	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	9.99	4.80	14.79
	(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
	Total	-	9.99	4.80	14.79

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	Clause 35	Delay in Filing of Shareholding Pattern for the quarter ended 30 th September, 2015	Rs.2,73,126/-	NA	NA
Punish ment	None				
Compounding					
B. DIRECTORS					
Penalty	None				
Punish ment					
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 12 MW Co-generation Captive Power Plant .
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 Form – A annexed herewith.

FORM A

	POWER & FUEL CONSUMPTION	2015-16	2014-15
1. Electricity			
(a) Purchased Units (Lacs)		0.00	74.99
Total Cost (Rs. In Lacs)		0.00	488.13
Rate / Unit (Rs.)		0.00	6.51
(b) Own Generation			
(i) Through Diesel Generator Units (Lacs)		12.88	11.88
Electric Units per unit (Ltrs.) of Fuel		3.56	3.47
Fuel Cost/Unit (Rs.)		11.83	15.67
(ii) Through Turbine Units (Lacs)		527.61	537.48
Electric Units per unit of Fuel (MT)		939.63	943.26
Fuel Cost/Unit (Rs.)		6.66	6.71
2. Coal/Husk/Wood fire			
Quantity (Tones)		56150.368	56981.362
Total Cost (Rs. In Lacs)		3512.37	3608.67
Average Rate per M.T. (Rs.)		6255.29	6333.07
3. HSD/FO/SKO/LDO			
Quantity (K. Ltrs.)		361.75	342.39
Total Cost (Rs. In Lacs)		152.41	186.21
Average Rate per Liter (Rs.)		42.13	54.39

B. TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R&D):	The Company is committed to driving sustainable production through innovative technology.
C. FOREIGN EXCHANGE EARNING AND OUTGO:	
(a) Activities relating to Export initiatives	Nil
(b) Total Foreign Exchange Earned and Outgo:	
Foreign Exchange Earned (Rs.)	Nil
Foreign Exchange Outgo (Rs.)	431533.00

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, a Woman Director and Independent Director, appointed as an Additional Director w.e.f. October 12, 2015).

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 numbers of the Independent Directors are 50% of the total number of Directors and the numbers of the Non-Executive Directors are more than 50% of the total number of Directors.

During the financial year 2015-16, 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, 2016 are given below:

Name of the Directors	Category of Directorship	No. of other directorships held ¹	Other Committees positions held ²	
			As Chairman	As Member
Ishwar Chand Agarwal – Chairman	Non Executive, Promoter	7	-	-
Kailash Chandra Agarwal	Executive Director, Promoter	4	-	1
Himanshu Aggarwal	Executive Director, Promoter	1	-	-
Surya Prakash Sinha ³	Non Executive, Non Independent	2	-	-
Rameshwar Pareek ⁴	Independent, Non Executive	5	3	2
Bhairon Singh Solanki	Independent, Non Executive	1	-	2
Udit Agarwal	Independent, Non Executive	1	-	-
Rajendra Aggarwal	Independent, Non Executive	1	-	-
Anu Sharma ⁵	Independent, Non Executive	-	-	-

Notes:

- Excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.
- Committees viz. the Audit Committee and the Stakeholders Relationship Committee are considered.
- Mr. Surya Prakash Sinha was appointed as Director on the Board of the Company w.e.f. 12.10.2015.
- The Committee positions of Mr. Rameshwar Pareek includes the committee position in Mayur Uniquoters Limited where he ceased to be the director w.e.f. 12.08.2015.
- Mrs. Anu Sharma was appointed as an Additional Director on the Board of the Company w.e.f. 12.10.2015.
- Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal and Mr. Himanshu Aggarwal 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 2015-16 the Board of Directors met 6 (Six) times on 30/05/2015, 14/08/2015, 26/09/2015, 12/10/2015, 14/11/2015 and 11/02/2016. 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	6	1	NO
Kailash Chandra Agarwal	00895365	6	6	Yes
Himanshu Aggarwal	00065185	6	6	Yes
Rameshwar Pareek	00014224	6	6	No

Bhairon Singh Solanki	00012141	6	1	No
Udit Agarwal	02820615	6	6	NO
Surya Prakash Sinha #	06530766	2	1	NA
Rajendra Aggarwal	07036881	6	1	NO
Anu Sharma*	07301904	2	1	NA

#. Mr. Surya Prakash Sinha was appointed as a Director on the Board of the Company w.e.f. 12.10.2015.

*. Mrs. Anu Sharma was appointed as an Additional Director on the Board of the Company w.e.f. 12.10.2015.

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, the 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 01st August, 2014 upto 31st July, 2019. The tenure of Mrs. Anu Sharma, whose appointment is being proposed for approval of shareholders in the ensuing AGM, if appointed, shall be retrospectively from the commencement of her appointment as an Additional Director of the Company i.e. 12.10.2015 upto 11.10.2020.

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.

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 evaluations of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of the 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 15th February, 2016 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.

Familiarisation Programmes 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 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

All Board members and senior management personnel have affirmed compliance with the code of conduct for the financial year 2015-16. 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:

- Audit Committee,
- Nomination and Remuneration Committee,
- 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 2015-16.

The Audit Committee met 5 (Five) times on 30/05/2015, 14/08/2015, 26/09/2015, 09/11/2015, and 11/02/2016. 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	5	5
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	5	4
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	5	1
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member	5	5

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 2015-16, the Nomination and Remuneration Committee met 5 (Five) times on 29/04/2015, 16/07/2015, 01/10/2015, 10/11/2015, and 05/01/2016.

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	5	5
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	5	5
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	5	2

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 at the weblink <http://www.genuspaper.com/pdf/Remuneration%20Policy.pdf>

REMUNERATION TO DIRECTORS

Details of remuneration paid to Directors for the Financial Year 2015-16 is as under:

(In Rupees except Share data)							
Name of Directors	Salary	Perquisites & Allowances	Commission	Sitting Fee	Total	Service Contract	No of Equity Share held
Ishwar Chand Agarwal	-	-	-	-	-	-	10329447
Kailash Chandra Agarwal	67,20,000	-	-	-	67,20,000	•	13298356
Himanshu Aggarwal	67,20,000	-	-	-	67,20,000	•	2301836
Surya Prakash Sinha	3,60,000	-	-	-	3,60,000	@	-
Rameshwar Pareek	-	-	-	-	-	\$	-
Bhairon Singh Solanki	-	-	-	-	-	\$	-
Udit Agarwal	-	-	-	-	-	\$	-
Rajendra Aggarwal	-	-	-	-	-	*	-
Anu Sharma	NA	NA	NA	NA	NA	#	-

@ Mr. Surya Prakash Sinha was appointed as Director w.e.f. 12.10.2015.

Mrs. Anu Sharma was appointed as an Additional Director w.e.f. 12.10.2015.

• The term of appointment is for 3 years commencing from 01st August, 2014, as approved in the 03rd AGM held on 30.9.2014. Mr. Kailash Chandra Agarwal is not liable to retire by rotation.

\$ The term of appointment is for 5 consecutive years commencing from 01st August, 2014, as approved in the 03rd AGM held on 30.9.2014.

* The term of appointment is for 5 consecutive years commencing from 30th April, 2015, as approved in the 04th AGM held on 26.9.2015.

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 2015-16, the Committee met 2 (two) times on 22/03/2016 and 31/03/2016.

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	2
Mr. Kailash Chandra Agarwal	Executive Promoter Director	Member	2	2
Mr. Himanshu Agarwal	Executive Promoter Director	Member	2	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:

1. Promoting Health care including preventive health care;
2. Eradicating hunger, poverty and malnutrition;
3. Ensuring environmental sustainability;
4. 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/pdf/CSR%20policy.pdf) at the weblink <http://www.genuspaper.com/pdf/CSR%20policy.pdf>

During the Financial Year 2015-16, the Committee periodically monitored the progress on CSR activities undertaken by the Company. The Company has 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 2015-16, the Committee met one time on 31/03/2016.

The terms of reference of the Committee are:

- a) Overseeing key risks, including strategic, financial, operational and compliance risks.
- b) Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.
- c) 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 Aggarwal	Executive Promoter Director	Chairman	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 2015-16, the Committee met one time on 31/03/2016.

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	1	1
Mr. Rameshwar Pareek	Independent Non Executive Director	Member	1	1
Mr. Bhairon Singh Solanki	Independent Non Executive Director	Member	1	-

In terms of the listing agreement [now SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015], the Board has appointed Mr. Anuj Ahluwalia, Company Secretary as the Compliance Officer of the Company.

Investor Grievance Redressal

Details of investors complaints during the Financial Year ended 31st March, 2016 are given in the table below:

Pending as on 1 April, 2015	NIL
Received during the year	NIL
Resolved during the year	NIL
Pending as on 31 March, 2016	NIL

SUBSIDIARY COMPANIES

In view of giving full attention to main business activities of the Company, the Board had on 23.6.2014 approved the transaction of disposal of entire shareholding in the Subsidiary of the Company viz. Genus Prime Infra Limited (formerly Gulshan Chemfill Limited) in terms of the Share Purchase Agreement dated 01.7.2014 and subject to the provisions of SEBI Takeover Regulations 2011. Pursuant to the approval of members of the company in the 3rd annual general meeting held on 30.9.2014 and SEBI' letter no. CFD/DCR/AT/SKD/PA/4585/2015 dated February 11, 2015.

Genus Prime Infra Limited and its three subsidiaries i.e. Sansar Infrastructure Pvt. Ltd., Sunima Trading Pvt. Ltd. And Star Vanijya Pvt. Ltd. (wholly owned subsidiaries of Genus Prime Infra Limited) has ceased to be subsidiaries of the Company w.e.f. 21st April, 2015.

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 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 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 2015-16, 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 interests of the Company at large.

[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.]

Transactions with related parties have been disclosed in Note no. 31 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 2015-16, 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 and in the Board's report.

Details of non-compliance

National Stock Exchange of India Limited (NSE) has imposed a penalty of Rs. 2,73,126 /- on the Company regarding delay in filing of Shareholding Pattern for the quarter ended 30th September, 2015 under Clause 35 of the SEBI Listing Agreement

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.

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
2012-13	Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)	25.09.2013 / 12:30 P.M.
2013-14	Same as above	30.09.2014 / 10:30 A.M.
2014-15	Same as above	26.09.2015 / 10:30 A.M.

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

AGM Date	Particulars of Special Resolutions passed at AGM
25.09.2013	NIL
30.09.2014	Ψ Power to borrow funds in excess of the limits prescribed u/s 180(c) of the Companies Act, 2013. Ψ Power to create charge/mortgage etc. over the assets and undertakings of the company to secure the funds borrowed. Ψ Transactions with related party u/s 188 of the Companies Act, 2013. Ψ Re-appointment of Shri Kailash Chandra Agarwal as Managing Director & CEO. Ψ Re-appointment of Shri Himanshu Agarwal as Whole Time Director. Ψ Amendment in the Articles of Association of the Company.
26.09.2015	Ψ Transactions with related party u/s 188 of the Companies Act, 2013. Ψ Revision in the remuneration of Shri Kailash Chandra Agarwal, Managing Director & CEO of the Company

Postal Ballot

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

During the financial year 2015-16, 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. Business Standard (All Editions-English) and Business Standard (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.

- (e) The Company's financial results and other official news releases and presentations are displayed on the website of the Company - www.genuspaper.com.

GENERAL SHAREHOLDERS' INFORMATION

Company Registration Details	The Company is registered in the State of Uttar Pradesh, India. The Corporate Identification Number (CIN) of the Company is L21098UP2012PLC048300.
Annual General Meeting	
Date	September 13, 2016
Time	4:00 P.M.
Venue	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
Financial Year	01 st April to 31 st March
Tentative Calendar for FY 2016-17	
For 1st Quarter ended 30th June, 2016	By 14th August, 2016
For 2nd Quarter ending 30th September, 2016	By 14th November, 2016
For 3rd Quarter ending 31st December, 2016	By 14th February, 2017
For 4th quarter ending 31st March, 2017	By 30th May, 2017
Date of Book Closure	Wednesday, 07.9.2016 to Tuesday, 13.9.2016 (both days inclusive)
Dividend Payment Date	Not Applicable, as no dividend has been declared for the financial year 2015-16.
Listing on Stock Exchange	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 2016-17 to BSE and NSE.
Stock Exchange Code Number	BSE : 538961 NSE : GENUSPAPER
Demat ISIN numbers in NSDL & CDSL	INE949P01018
Plant Locations	Moradabad: Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh) Tel: 0591-2511171 Fax: 0591-2511242

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@nicetechpl.com Website: 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.

Market Price Data: High and Low price of shares of the Company during the year 2015-16 at BSE and NSE:

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2015	2.14	1.60	2.14	1.60
May, 2015	2.31	1.68	2.31	1.68
Jun, 2015	3.28	1.75	3.28	1.75
Jul, 2015	6.03	3.32	6.03	3.32
Aug, 2015	5.47	2.85	5.47	2.85
Sep, 2015	3.84	3.01	3.84	3.01
Oct, 2015	4.98	3.41	4.98	3.41
Nov, 2015	5.90	3.90	5.90	3.90
Dec, 2015	6.30	4.40	6.30	4.40
Jan, 2016	6.05	4.40	6.05	4.40
Feb, 2016	5.29	3.99	5.29	3.99
Mar, 2016	4.49	3.62	4.49	3.62

[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, 2016 are given below:

Ψ Shareholding pattern by size as on March 31, 2016

Number of Shares held	Shareholders		Shares	
	Number	% of Holders	Number	% to Total Shares
1 – 500	7219	48.39	1571943	0.61
501 – 1000	2491	16.69	2283213	0.88
1001 – 5000	3573	23.95	9541787	3.71
5001 – 10000	796	5.34	6337019	2.47
10001 – 50000	631	4.23	13372015	5.20
50001 – 100000	97	0.65	7050953	2.74
100001 – and Above	112	0.75	216969010	84.38
Total	14919	100.00	257125940	100.00

Ψ Shareholding pattern by ownership as on March 31, 2016

Sl. No.	Category of Shareholders	No of Shares held	No of Shares in De-mat Form	% shareholding
A.	Promoters and Promoters Group: Indian			
1.	Indian			
a.	Individuals / HUF	69195527	69195527	26.911
b.	Bodies Corporate	60611227	60611167	23.573
2.	Foreign	0	0	0.00
	Promoter & Promoter Group Shareholding Total - (A)	129806754	129806694	50.484
B.	Public Shareholding:			
1.	Institutions:			
a.	Mutual Funds /UTI	122945	23945	0.048
b.	Financial Institutions /Banks	6000	0	0.002
c.	Foreign Portfolio Investors	38110	38110	0.015

c.	Foreign Institutional Investors	55000	55000	0.021
d.	Foreign VC Investors	43000	0	0.017
	Sub-Total – B(1)	265055	117055	0.103
2.	Non-Institutions:			
a.	Bodies Corporate	17468316	17438316	6.794
b.	Individuals	97686511	95303756	37.992
c.	Others:			
i.	NRI/OCBs	10018088	8947088	3.896
ii.	Clearing Member/Clearing Corporation	1881216	1881216	0.732
	Sub-Total – B (2)	127054131	123570376	49.413
	Total – B = B(1)+B(2)	127319186	123687431	49.516
	Grand Total (A + B)	257125940	253494125	100.00

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. 16th February, 2015.

As at 31st March, 2016, 98.58% 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 complaints 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 2015-16, 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

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

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 2015-16.

Moradabad, 12th August, 2016

Kailash Chandra Agarwal
Managing Director & CEO

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, 2016.
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, 12th August, 2016

Sanjay Kumar Agarwal
CFO

Kailash Chandra Agarwal
Managing Director & CEO

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, 2016, 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

Jaipur, 12th August, 2016

Deepak Khanna
Partner
Membership No. 092140

Management Discussion and Analysis

I. INDIAN PAPER INDUSTRY

The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. The paper industry in India is growing in a rapid speed with demand increment and opportunity creation and attraction to the international players. The forecasted demand of Indian paper is 10 million tons and 33 percent of this demand is for P&W papers. Even though India has covered 15% of population in the world, the paper consumption levels stands at very low which is 3 to 5 percent. The leading global paper manufacturers are gaining nearly 5% on average and it stands at 8% approximately among Asia. However, for Indian market it is 12% or above which sounds very lucrative for Indian paper industry. There should be an impact on the paper industry in India which is significant but unfortunately in India it is less.

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

Indian Paper and Board Industry, in particular is among the top 15 players globally. It has good growth potential given the low current per capita consumption.

We are one of the few kraft paper manufacturers. Main application of the kraft paper is in industrial packaging. It is largely used to manufacture corrugated boxes, bags, sacks, etc. Consumption of kraft paper is closely linked to growth in the packaging industry, industrial production and development in packaging technology and substitution by other materials. Packaging Industry has been growing steadily due to strong growth in the end use segments, substitution of plastic and wood cases with corrugated containers, organized retail, increasing urbanization and changing consumer patterns as also demand from sectors like FMCG Pharmaceuticals Food and Others and the company will be benefited by these trends and developments.

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 88.47% of its revenue from paper business and 11.53% from steel 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)
Financial Highlights	2015-16
Gross Sales	33736.72
Net Sales	31580.70
Other Income	396.31
Profit before Tax (PBT)	870.89
Profit after Tax (PAT)	474.97
EPS (Basic & Diluted) (in Rs.)	0.18

The Company posted Net sales of Rs. 31580.70 lakh and the Net profit after tax stands at Rs.474.97 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, 2016, 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 31st March, 2016;
- (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 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 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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. 29 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.

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

Place: Delhi
Date : 30.05.2016

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 31st March, 2016, 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 regular 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 entries 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 during the year; hence reporting under this clause is not applicable.
- (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.
 - 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 2004-12	Hon'ble High Court/ Commissioner appeals	287.75	131.95
2	The Central Excise	Excise Duty/ Service Tax	Various years from 2005-15	Appellate Tribunal/ Appeals	30.11	10.09
Total					317.86	142.04

- (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.
- (xiii) 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) The company does not have any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit.
- (xv) 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) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For D Khanna & Associates
Chartered Accountants
FRN: 012917N

[Deepak Khanna]
Partner
M.No. 092140

Date: 30.05.2016
Place: Delhi

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 31st March 2016

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 31st March 2016 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.

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 31st March 2016, 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: 30.05.2016

Place: Delhi

Balance Sheet as at 31st March 2016

	Note	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	1	257125940.00		257125940.00	
Reserves & Surplus	2	2912406472.00	3169532412.00	2864909514.00	3122035454.00
Non-Current Liabilities					
Long Term Borrowings	3	283971576.00		227977781.00	
Deferred Tax Liability	4	192477331.00		182508414.00	
Long Term Provisions	5	4588077.00	481036984.00	3749855.00	414236050.00
Current Liabilities					
Short Term Borrowings	6	264997721.00		321577772.00	
Trade Payables	7	281013176.00		384152295.00	
Other Current Liabilities	8	126636920.00		91450693.00	
Short Term Provisions	9	2732765.00	675380582.00	7678357.00	804859117.00
Total			4325949978.00		4341130620.00
ASSETS					
Non-Current Assets					
Fixed Assets	10				
Tangible Assets		2094496410.00		2072183949.00	
Capital Work-in-Progress		-	2094496410.00	18252302.00	2090436251.00
Non-Current Investments	11		247614755.00		311845363.00
Other Non Current Assets	12		402491206.00		529291765.00
Current Assets					
Inventories	13	349778085.00		580347706.00	
Trade Receivables	14	633853517.00		513184958.00	
Cash and cash equivalents	15	86227240.00		131405681.00	
Short term loans and advances	16	207781130.00		180189258.00	
Other Current Assets	17	3707635.00	1281347608.00	4429638.00	1409557242.00
Total			4325949978.00		4341130620.00
Significant Accounting Policies	A				
Notes on Financial Statement					

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

(Deepak Khanna)
Partner
Membership No. 092140

Place : Delhi
Date : May 30, 2016

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, 2016

	Note	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
INCOME					
Revenue from Operations	18	3373672563.00		3097583282.00	
Less: Excise Duty		215602279.00	3158070284.00	211442383.00	2886140899.00
Other income	19		39631532.00		44124636.00
Total Revenue			3197701816.00		2930265535.00
EXPENDITURE					
Purchases/Consumption of Material	20		2285525179.00		2083719453.00
Change in Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	21		90686631		(2914226.00)
Employees Benefit Expenses	22		60008589.00		52956722.00
Finance Cost	23		62780524.00		61783467.00
Depreciation & Amortisation Expenses	24		117464046.00		101810841.00
Other Expenses	25		462032160.00		490047391.00
Total Expenses			3078497129.00		2787403649.00
Profit from ordinary activities before exceptional item			119204686.00		142861886.00
Less:- Exceptional Items					
Loss on Sales of Investment			32115304.00		-
Profit/(Loss) before Taxation			87089382.00		142861886
Tax Expenses					
Current tax			28242106.00		40241689.00
Earlier Year Tax			1381401.00		-
Deferred tax			9968617.00		6579248.00
Profit for the year			47496958.00		96040949.00
Earning Per Equity Share (Face value Re. 1/- each)	26				
- Basic & Diluted (in Rupees)			0.18		0.37
Significant Accounting Policies					
Notes on Financial Statement	A				

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

(Deepak Khanna)
Partner
Membership No. 092140

Place : Delhi
Date : May 30, 2016

For and on behalf of the Board

Kailash C. Agarwal
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DIN-00895365

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Wt. Director
DIN-00065185

Anuj Ahluwalia
Company Secretary

Cash Flow Statement for the year 2015-16

		31-03-16		31-03-15	
		Rupees	Rupees	Rupees	Rupees
A.	Cash Flow from Operating Activities				
a.	Net profit before tax and exceptional item	119204686.00		142861886.00	
	Adjustments for:				
	Depreciation	117178082.00		101524877.00	
	Interest expenses	62780524.00		61783467.00	
	Interest income	(38231838.00)		(42820751.00)	
	Dividend income	(465305.00)		(426278.00)	
	Preliminary expenses written off	285964.00		285964.00	
b.	Operating profit before working capital changes	260752113.00		263209165.00	
	Adjustments for:				
	Trade and Other Receivables	(120668559.00)		(97504861.00)	
	Inventories	230569621.00		(136915428.00)	
	Other current assets	(200355274.00)		320062103.00	
	Current liabilities & provisions	(72060262.00)		104496758.26	
c.	Cash generated from Operations	98237639.00		453347737.00	
	Direct Taxes paid (Net)	(29623507.00)		(40241689.00)	
	Cash from operating activities	68614132.00		413106048.00	
	Net Cash from Operating Activities		68614132.00		413106048.00
B.	Cash Flow from Investing Activities				
	Purchase of fixed assets	(121238241.00)		(325780102.00)	
	Sale of fixed assets	-		-	
	Sale (Purchase) of Investments (Net)	32115304.00		(169103195.00)	
	Interest received	38231838.00		42820751.00	
	Dividend received	465305.00		426278.00	
	Net Cash from / (used in) investing activities		(50425794.00)		(451636268.00)
C.	Cash Flows from Financing Activities				
	Proceeds from issuance of share capital / app. money	-		-	
	Proceeds from borrowings	75979053.00		222862330	
	Repayments of borrowings	(76565308.00)		(53284000.00)	
	Interest paid	(62780524.00)		(61783467.00)	
	Dividend paid (includes corporate dividend tax)	-		-	
	Net Cash from / (used in) financing activities		(63366780.00)		107794863.00
D.	Net increase/(Decrease) in cash and cash equipment		(45178441.00)		69264643.00
	Cash and Cash equivalent at beginning of the year		131405681.00		62141039.00
	Cash and Cash equivalent at end of the year (Cash and Cash equivalent represent Cash and Bank balances)		86227240.00		131405681.00
			(45178441.00)		69264643.00

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

(Deepak Khanna)
Partner
Membership No. 092140

Place : Delhi
Date : May 30, 2016

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, 2016.

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. Fixed Assets

Fixed Assets are stated at cost net of CENVAT, less accumulated depreciation. Cost of acquisition is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized. Expenses capitalized also include applicable borrowing costs. To adjust the original cost of Fixed Assets acquired through foreign currency loans at the end of each financial year by any change in liability arising out of expressing the outstanding foreign loan at the rate of exchange prevailing at the date of Balance Sheet.

6. Depreciation

In accordance with the provisions of Schedule II of the Companies Act, 2013, the Company has estimated the useful lives of fixed assets. Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. The Management estimates the useful lives for the fixed assets. The consequential impact (after considering the provision specified in Schedule II) on the depreciation charged and on the results for the year is not material.

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 Authorised 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. 22,87,359/- (P.Y. Rs. 20,19,963/-) 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. In view of giving full attention to main business activities of the Company, the Board had on 23.6.2014 approved the transaction of disposal of entire shareholding in the Subsidiary of the Company viz. Genus Prime Infra Limited (formerly Gulshan Chemfill Limited) in terms of the Share Purchase Agreement dated 01.7.2014 and subject to the provisions of SEBI Takeover Regulations 2011. Pursuant to the approval of members of the company in the 3rd annual general meeting held on 30.9.2014 and SEBI' letter no. CFD/DCR/AT/SKD/PA/4585/2015 dated February 11, 2015. Genus Prime Infra Limited and it's three subsidiaries i.e. Sansar Infrastructure Pvt. Ltd., Sunima Trading Pvt. Ltd. And Star Vanijya Pvt. Ltd. (wholly owned subsidiaries of Genus Prime Infra Limited) has ceased to be subsidiaries of the Company w.e.f. 21st April, 2015.
20. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

NOTE 1 SHARE CAPITAL					
		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
AUTHORIZED					
	260000000 Equity Shares of Re.1/-each (260000000)		260000000.00		260000000.00
			260000000.00		260000000.00
ISSUED, SUBSCRIBED AND PAID UP					
	257125940 Equity Shares of Rs. 1/- each fully paid up (257125940)		257125940.00		257125940.00
			257125940.00		257125940.00
The details of Shareholders holding more than 5 % shares :					
		As at		As at	
		31st March, 2016		31st March, 2015	
Name of Shareholder		No. of Shares	% held	No. of Shares	% held
Mr. Kailash Chandra Agarwal		13298356	5.17	13298366	5.17
Vivekshil Dealers Private Ltd.		23736757	9.23	23736757	9.23
Mr. Mondip Kumar Tamuly (As Trustee of Genus Shareholders Trust)		47543850	18.49	47543850	18.49
The reconciliation of the number of Equity shares outstanding is set out below :					
		As at		As at	
		31st March, 2016		31st March, 2015	
Particulars		No. of Shares		No. of Shares	
Equity Shares at the beginning of the year		257125940		257125940	
Add: Shares issued during the year		-		-	
Equity Shares at the closing of the year		257125940		257125940	
NOTE 2 RESERVES & SURPLUS					
		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Profit & Loss Account					
	Last Balance sheet	399035458.00		302994509.00	
	Add: Profit for the year	47496958.00	446532416.00	96040949.00	399035458.00
Business Reconstruction Reserve					
	Last Balance sheet		2465874056.00		2465874056.00
			2912406472.00		2864909514.00

NOTE 3 LONG TERM BORROWINGS

NOTE 5 - LONG TERM BORROWINGS					
			31-03-16		31-03-15
		Rupees	Rupees	Rupees	Rupees
		Current	Non-current	Current	Non-current
Secured					
-From Banks	49477581.00		138478712.00	53284000.00	197206514.00
-From Others	61378351.00		115479550.00	-	-
From Others - Unsecured					
-Other Parties	-		30013314.00	-	30771267.00
	110855932.00		283971576.00	53284000.00	227977781.00

Securities

- 1(a) Term loan from PNB of Rs.184757509.00/- (Previous year Rs.246149083.00/-) 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 unequal 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.176857901.00 (previous year Rs. NIL) 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. 2265497.28 from HDFC Bank. (Previous year Rs. 2727393.68) are secured by hypothecation of vehicles, repayable in monthly equal installment.
4. Term loan of Rs. 933287.00 from Punjab National Bank (Previous year Rs. 1614034.00) are secured by hypothecation of vehicles.

NOTE 4 DEFERRED TAX LIABILITY

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Deferred Tax Liability			
Related to fixed assets		193164653.00	182810694.00
Deferred Tax Asset			
Disallowance under Income tax Act, 1961		687322.00	302280.00
Net Deferred Tax Liability		192477331.00	182508414.00
		Rupees	Rupees
Last Balance sheet		182508414.00	175929166.00
Add: Deferred Tax Liability	10656239.00		6881528.00
Less: Deferred Tax Assets during the year	687322.00	9968917.00	302280.00
Balance as on 31-03-2016		192477331.00	182508414.00

NOTE 5 LONG TERM PROVISIONS

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Provision for Employees Benefits		4588077.00	3749855.00
		4588077.00	3749855.00

NOTE 6 SHORT TERM BORROWINGS

		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Secured					
-From Banks			264997721.00		321577772.00
Unsecured					
- Other Parties			-		-
			264997721.00		321577772.00
Securities					
1(a)	Working Capital Loan from PNB Rs. 259193128.82 (previous Year Rs. 75631492.70) 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 rank pari passu with SBI.				
(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.				
2.	Working Capital Loan from SBI Rs. 5804592.04 (Previous Year Rs. 245946279.32) are secured by first charge by way of hypothecation of entire current assets (present & future) including all stocks and receivables pertaining to paper and board division, Steel Division and Co-Gen Power Plant of the Company rank pari passu with PNB.				

NOTE 7 TRADE PAYABLES

		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Sundry Creditors					
-Due to Micro, Small & Medium Enterprises		-		-	
-Due to Others	281013176.00		281013176.00	384152295.00	384152295.00
			281013176.00		384152295.00

NOTE 8 OTHER CURRENT LIABILITIES

		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Current maturities of long term debt (Refer Note No. 03)			110855932.00		53284000.00
Others					
-Creditors for Capital Expenditure	464405.00			5105093.00	
-Payable to Others	-			2306155.00	
-Salaries & benefits	4178839.00			3770625.00	
-Provision for expenses	5350048.00			12006010.00	
-Withholding and Other tax payable	5661283.00			13610467.00	
-Advance from customers	126414.00		15780989.00	1368343.00	38166693.00
			126636920.00		91450693.00

NOTE 9 SHORT TERM PROVISIONS

		Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
PROVISIONS					
For Employees Benefits	672929.00			810688.00	
For Others					
-Provision for Income tax (net of prepaid taxes)	2059836.00			6867669.00	
-Others	-		2732765.00	-	7678357.00
			2732765.00		7678357.00

NOTE 10 FIXED ASSETS AS AT 31-03-2016

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 01-04-15	Additions during the year	Deductions/ Transfer	As at 31-03-16	Upto 01-04-15	For The year	Upto 31-03-16	As at 31-03-16	As at 31-03-15
Tangible Assets									
Land	547444186.00	-	-	547444186.00	-	-	-	547444186.00	547444186.00
Residential Building	17215300.00	910299.00	-	18125599.00	1113980.00	279932.00	1393912.00	16731687.00	16101320.00
Factory Building	81590894.00	39792.00	-	81630686.00	10413094.00	2587868.00	13000962.00	68629724.00	71177800.00
Plant & Machinery	1685461491.00	135168624.00	-	1820630115.00	273816468.00	109040472.00	382856940.00	1437773175.00	1411645023.00
Furniture & fixtures	6380558.00	590779.00	-	6971337.00	1353391.00	635573.00	1988964.00	4982373.00	5027167.00
Computers	2648486.00	1618521.00	-	4267007.00	1000545.00	1117959.00	2118504.00	2148503.00	1647941.00
Vehicles	28578942.00	1162528.00	-	29741470.00	9438430.00	3516278.00	12954708.00	16786762.00	19140512.00
Sub Total (A)	2369319857.00	139490543.00	0.00	2508810400.00	297135908.00	117178082.00	414313990.00	2094496410.00	2072183949.00
Capital W I P	18252302.00	105318668.00	123570970.00	-	-	-	-	-	1825302.00
Sub Total (B)	18252302.00	105318668.00	123570970.00	-	-	-	-	-	1825302.00
Total (A+B)	2387572159.00	244809211.00	123570970.00	2508810400.00	297135908.00	117178082.00	414313990.00	2094496410.00	2090436251.00
As at 31.3.2015	2061792057.00	749019118.00	423239016.00	2387572159.00	195611013.00	101524877.00	297135908.00	2090436251.00	-

NOTE 11 NON CURRENT INVESTMENT

	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Other Investment				
In Equity Shares - Quoted, fully paid up				
A. Subsidiaries				
NIL Genus Prime Infra Ltd of Rs. 2/- each (8028826)	-		64230608.00	
B. Others				
195139 Gujarat Heavy Chemicals Ltd. (195139) of Rs. 10/- each	7805560.00	7805560.00	7805560.00	72036168.00
In Equity Shares - Unquoted, fully paid up				
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	
400000 Abhideep Global Finance Ltd (Formerly Cube Fintex Pvt Ltd) (400000) of Rs. 10/- each	40000000.00		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	
		239809195.00		239809195.00
		247614755.00		311845363.00
Aggregate value of quoted investment				
Book Value	7805560.00		72036168.00	
Market Value	22460499.00		57181592.00	
Aggregate value of unquoted investment				
Book Value	239809195.00		239809195.00	

NOTE 12 OTHER NON CURRENT ASSETS

	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Loan & Advances		701919276.00		528433871.00
Miscellaneous expenditure (to the extent not written off or adjusted)		571930.00		857894.00
		702491206.00		529291765.00

NOTE 13 INVENTORIES

	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Raw Materials & Chemicals	208254233.00		256714325.00	
Finished Goods	17879766.00		114102383.00	
Stock in Process	1660923.00		2207592.00	
Stores & spares	121983163.00	349778085.00	207323406.00	580347706.00
		349778085.00		580347706.00

NOTE 14 TRADE RECEIVABLES

	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Sundry Debtors (Unsecured, Considered Good)				
-due for more than six months	5909862.00		4510125.00	
-others	627943655.00	633853517.00	508674833.00	513184958.00
		633853517.00		513184958.00

NOTE 15 CASH AND CASH EQUIVALENTS

	Rupees	31-03-16 Rupees	Rupees	31-03-15 Rupees
Cash in hand	1655103.00		2071064.00	
With Banks				
-In current account	40571120.00		6504264.00	
-In term deposit	44001017.00	86227240.00	122830354.00	131405681.00
		86227240.00		131405681.00

NOTE 16 SHORT TERM LOANS AND ADVANCES

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Unsecured - (Considered Good Unless Otherwise Stated)			
Advances recoverable in cash or kind or for value to be received	147869145.00	98121251.00	
Security Deposits	674350.00	668350.00	
Balance with Revenue Authorities	37410230.00	55289629.00	
MAT Credit Entitlement	21827405.00	207781130.00	180189258.00
		207781130.00	180189258.00

NOTE 17 OTHER CURRENT ASSETS

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Accrued interest on term deposits		3707635.00	4429638.00
		3707635.00	4429638.00

NOTE 18 REVENUE FROM OPERATION

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Sale of Products			
Kraft Paper	2984860341.00	2532772416.00	
M.S.Ingot/Riser	388551641.00	562247303.00	
Other Sales	260581.00	-	
High Seas Sales (Paper)	-	3373672563.00	2563563.00
		3373672563.00	3097583282.00

NOTE 19 OTHER INCOME

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Interest received from Bank		5055105.00	5314091.00
Interest income received from Others		33176733.00	37506660.00
Dividend from Investments		465305.00	426278.00
Misc. receipts		139224.00	613421.00
Insurance Claim		795165.00	-
Interest on Income Tax Refund		-	264186.00
		39631532.00	44124636.00

NOTE 20 PURCHASES / CONSUMPTION OF MATERIAL

			31-03-16		31-03-15
a)	Raw Materials including chemicals consumed	% of Consumption	Rupees	% of Consumption	Rupees
	Imported	46.01	1019210260.00	44.50	899573113.00
	Indigenous	53.99	1195893575.00	55.50	1121724948.00
			2215103834.00		2021298061.00
b)	Stores & Spares including Packing Material consumed				
	Imported	2.31	1624041.00	8.05	5023823.00
	Indigenous	97.69	68797304.00	91.95	57397569.00
			70421345.00		62421392.00
			2285525179.00		2083719453.00

NOTE 21 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK-IN-TRADE

		31-03-16		31-03-15
	Rupees	Rupees	Rupees	Rupees
Inventories (at commencement)				
-Finished Goods	114102383.00		111643992.00	
-Stock in Process	2207592.00		1937600.00	
	116309975.00		113581592.00	
Inventories (at close)				
-Finished Goods	17879766.00		114102383.00	
-Stock in Process	1660923.00		2207592.00	
	19540689.00	96769286.00	116309975.00	(2728383.00)
		96769286.00		(2728383.00)
Excise Duty on Increase/ (Decrease) of Finished Goods		(6082655.00)		(185843.00)
		90686631.00		(2914226.00)

NOTE 22 EMPLOYEES BENEFIT EXPENSES

		31-03-16		31-03-15
	Rupees	Rupees	Rupees	Rupees
Salaries, wages & allowances		55672819.00		49077308.00
Contribution to Funds		2702794.00		2398795.00
Welfare exp.		1632976.00		1480619.00
		60008589.00		52956722.00

22.1 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	1572802.00	218552.00	1345027.00	529014.00
Interest on defined benefit obligation	230940.00	69048.00	200056.00	45247.00
Expected return on plan assets	-	-	-	-
Net actuarial losses/(gains) recognized in the year	-	-	-	-
Past service cost	-	-	-	-
Actuarial(gain)/losses	(607738.00)	(645382.00)	(1011925.00)	(243484.00)
Total included in 'Salaries, wages and	1196004.00	(357782.00)	533158.00	330777.00

allowances'				
Balance Sheet				
Details of Provisions for Gratuity and Leave Encashment:				
Liability at the end of the year	4082759.00	505318.00	2886755.00	863100.00
Fair value of plan assets at the end of year	-	-	-	-
Difference	4082759.00	505318.00	2886755.00	863100.00
Unrecognized past service cost	-	-	-	-
Unrecognized transition liability				
Amount in Balance Sheet	4082759.00	505318.00	2886755.00	863100.00
Changes in the present value of the defined benefit obligation are as follows:				
Liability on account of Scheme of Arrangement	2886755.00	863100.00	2353597.00	532323.00
Interest cost	230940.00	69048.00	200056.00	45247.00
Current service cost	1572802.00	218552.00	1345027.00	529014.00
Past service cost(non vested benefit)				
Past service cost(vested benefit)				
Benefits paid				
Actuarial(gain)/loss	(607738.00)	(645382.00)	(1011925.00)	(243484.00)
Liability at the end of the year	4082759.00	505318.00	2886755.00	863100.00
Principal actuarial assumptions at the Balance Sheet date:				
Discount rate	0	0	0	0
salary escalation	0	0	0	0
Employee withdrawal rate	1-3%	1-3%	1-3%	1-3%

NOTE 23 FINANCE COST

		31-03-16		31-03-15
	Rupees	Rupees	Rupees	Rupees
Interest on Working Capital Loan		31109551.00		41901961.00
Interest on Term Loan		27272440.00		17749089.00
Financial charges		4398533.00		2132417.00
		62780524.00		61783467.00

NOTE 24 DEPRECIATION AND AMORTISATION EXPENSES

		31-03-16		31-03-15
	Rupees	Rupees	Rupees	Rupees
Depreciation		117178082.00		101524877.00
Amortisation & Write offs		285964.00		285964.00
		117464046.00		101810841.00

NOTE 25 OTHER EXPENSES

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Manufacturing Expenses			
Power & Fuel	371124351.00	433442532.00	
Repairs & maintenance (Plant & Machinery)	7918686.00	9014230.00	
Repairs & maintenance (Others)	2199324.00	1083081.00	
Other expenses	3367946.00	710235.00	444250078.00
Establishment Expenses			
Printing & stationery	741711.00	824540.00	
Postage, telephone & telegram	1682003.00	1338915.00	
Travelling, conveyance & vehicle running exp.	11508236.00	6275260.00	
Auditors' remuneration	200000.00	125000.00	
Insurance charges (net)*	-	892583.00	
Legal & Professional charges	4602154.00	2111260.00	
Electricity Expenses	1060080.00	1145150.00	
Advertisement & Publicity	290716.00	246533.00	
Security services	371632.00	260443.00	
Rent	2687500.00	2672500.00	
Rates & taxes	1979972.00	600653.00	
Rebate & discount	19800633.00	3339482.00	
Commission on Sales	25709210.00	12429017.00	
CSR Expenses	2287359.00	2019963.00	
Stock Exchange	481351.00	418090.00	
Income Tax Exps	-	(843930.00)	
Intt on late payment	786765.00	147444.00	
Freight & forwarding (outward)	2390958.00	11494185.00	
Misc.exp.	841572.00	300225.00	45797313.00
		462032160.00	490047391.00

NOTE 25.1 PAYMENT TO AUDITORS

Audit Fee		160000.00	100000.00
Taxation		40000.00	25000.00
		200000.00	125000.00
* Charges for Marine Insurance are net of amount recovered on sales			

NOTE 26 EARNINGS PER SHARE (BASIC & DILUTED)

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Basic & diluted Earnings per Share			
a Net Earning		47496958.00	96040949.00
b Cash Earning		164675040.00	197565826.00
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.)		0.18	0.37
e Cash Earning (Basic & Diluted) per shares-Annualised (Rs.)		0.64	0.77

NOTE 27 VALUE OF IMPORT ON CIF BASIS

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
Imports during the year [CIF value]			
Raw Material and Chemical		701229824.00	776524252.00
Stores and Spares parts		1554601.00	268546.00
Capital Goods		15084412.00	23317998.00
		717868837.00	800110796.00

NOTE 28 EXPENDITURE IN FOREIGN CURRENCY

		31-03-16	31-03-15
	Rupees	Rupees	Rupees
-Travelling expenses		431533.00	185232.00
		431533.00	185232.00

NOTE 29 CONTINGENT LIABILITIES AND COMMITMENTS

		31-03-16	31-03-15
		(Rs. In lac)	(Rs. In lac)
Contingent Liabilities not provided for in respect of :			
a. Guarantees given by the Bankers on behalf of the Company(Net of margin money)		82.39	104.81
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		155.80	99.33
Factories Act		6.16	2.75
Central Excise and Service Tax		20.02	83.55

NOTE 30 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	SEGMENT REVENUE	31-03-16		31-03-15
	Kraft Paper	2812691050.00		2385811178.00
	M.S.Ingot	345379234.00		500329721.00
	Unallocated	-		-
	Total	3158070284.00		2886140899.00
B	SEGMENT RESULTS (Profit/(Loss) before tax & interest)			
	Kraft Paper	151924971.00		157347719.00
	M.S.Ingot	(9571293.00)		3172999.00
	Unallocated	39631532.00		44124636.00
	Profit Before Tax & Interest	181985210.00		204645353.00
	Less: Interest	62780524.00		61783467.00
	Profit Before Tax and Exceptional Items	119204686.00		142861886.00
C	CAPITAL EMPLOYED			
	(Segment Assets - Segment Liabilities)			
	Paper	2450989221.00		2388789222.00
	M.S.Ingot	81127895.00		89449626.00
	Unallocated	1118452304.00		1058032656.00
	Total Capital Employed	3650569420.00		3536271504.00

NOTE 31.1 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		NIL
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

31.2 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	2015-16 2014-15	- -	- -	- -	- -
2	Interest and Other Income	2015-16 2014-15	- -	- -	5434815.00 -	5434815.00 -
3	Purchase of goods/Payment for other services	2015-16 2014-15	- -	- 900000.00	41416151.00 178614538.00	41416151.00 179514538.00
4	Interest paid	2015-16 2014-15	- -	- -	10580749.00 4109938.00	10580749.00 4109938.00
5..	Dividend received	2015-16 2014-15	- -	- -	- -	- -
6	Sale of Fixed Assets	2015-16 2014-15	- -	- -	- -	- -
7	Investment	2015-16 2014-15	- -	- -	- -	- -
8	Outstanding Balances As on 31-03-2016					
	-Debtors	2015-16 2014-15	- -	- -	- -	- -
	-Creditors	2015-16 2014-15	- -	- -	- 152919080.00	- 152919080.00
	-Loans & advances	2015-16 2014-15	- -	- -	118633906.00 -	118633906.00 -
	-Unsecured Loan	2015-16 2014-15	- 771267.00	- -	- -	- 771267.00
9	Guarantees & collaterals	2015-16 2014-15	- -	- -	- -	- -
10	Remuneration to key managerial personnel	2015-16 2014-15	- -	13800000.00 13232903.00	- -	13800000.00 13232903.00

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

(Deepak Khanna)
Partner
Membership No. 092140
Place : Delhi
Date : May 30, 2016

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

[illegible]



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

5TH Annual General Meeting, Tuesday, the 13th day of September, 2016

At 4.00 p.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 05th ANNUAL GENERAL MEETING of the Company to be held at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh on Tuesday, 13th September, 2016 at 4.00 p.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.

.....X.....X.....

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 05th Annual General Meeting of the Company, to be held on Tuesday the 13th September, 2016 at 4.00 p.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, 2016 together with the Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Ishwar Chand Agarwal 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 2016-17		
5.	Appointment of Mrs. Anu Sharma as Independent Non Executive Director of the Company*		
6.	Transactions with related party u/s 188 of the Companies Act, 2013*		
7.	Re-appointment of Mr. Surya Prakash Sinha as Whole Time Director*		

**Special Resolution*

Signed this day of 2016.

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]

Name of the Company	:	GENUS PAPER & BOARDS LIMITED
Registered Office	:	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
CIN	:	L21098UP2012PLC048300

BALLOT PAPER

S. No.	Particulars	Details
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	

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:-

S. No.	Item No.	No. of shares held	I assent to the resolution	I dissent from the resolution
1.	Consideration and Adoption of Audited Standalone Financial Statements for the FY ended March 31, 2016 together with the Reports of the Board of Directors and Auditors			
2.	Re-appointment of Mr. Ishwar Chand Agarwal 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 2016-17			
5.	Appointment of Mrs. Anu Sharma as Independent Non Executive Director of the Company*			
6.	Transactions with related party u/s 188 of the Companies Act, 2013*			
7.	Re-appointment of Mr. Surya Prakash Sinha as Whole Time Director*			

***Special Resolution**

Place:

Date:

(*Signature of the Shareholder/Proxy holder)

* 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