



Genus Paper & Boards Ltd.

(A Kailash Group Company)

CIN: U21098UP2012PLC048300

Genus
energizing lives

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

Ph. : +91-591-2511171, 09837075702/3 Fax : +91-591-2511242

May 30, 2015

BSE Limited (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 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 , cmist@nse.co.in Symbol : GENUSPAPER
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Dear Sir(s),

- Re: i)- Outcome of Board Meeting held on 30th May, 2015; and
ii)- Intimation of formulation and adoption of Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders as per SEBI (Prohibition of Insider Trading) Regulations, 2015

We wish to inform you that the Board of Directors of the Company at its meeting held on today i.e. May 30, 2015 has, inter alia, considered and approved :-

- i)- the Audited Standalone financial results for the quarter and year ended March 31, 2015 and audited Consolidated financial results for the year ended March 31, 2015, as per Clause 41 of the Listing Agreement.

A copy of the aforesaid results along with the Auditors' Report for the year ended March 31, 2015 and the Statement of Assets and Liabilities as on that date are enclosed herewith as **Annexure –I**.

- ii)- the **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** in terms of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI's Circular no. CIR/ISD/01/2015 dated May 11, 2015.

A copy of the said code is enclosed herewith as **Annexure –II** and the same shall also be placed / published on the website of the Company viz. www.genuspaper.com.

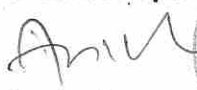
- iii)- the **Code of Conduct to Regulate, Monitor and Report Trading by Insiders** in securities of Genus Paper & Boards Limited in supersession to previous Insider Trading Code, in terms of provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI's Circular no. CIR/ISD/01/2015 dated May 11, 2015.

These codes shall be effective from May 15, 2015.

This is for your kind information and records please.

Thanking You !

Yours truly
For Genus Paper & Boards Limited


Director / Company Secretary

Encl: A/a

GENUS PAPER & BOARDS LIMITED

(CIN : L21098UP2012PLC048300)

Regd. Office: Vill. Aghwanpur, Kanth Road, Moradabad-2440001 (U.P.)
Tel: 0591-2511171, Fax: 0591-2511242, E-mail: cs@genuspaper.com Website: www.genuspaper.com

Ammeure-I
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Statement of Standalone / Consolidated Audited Results for the Quarter and Year Ended 31-03-2015					
PART I: (Rs. in Lakhs, Unless Otherwise Stated)					
Particulars (Refer Notes Below)	Standalone			Consolidated	
	3 Months Ended	Year Ended		Year Ended	
	31-03-2015 (Audited)	31-03-2015 (Audited)	31-03-2014 (Audited)	31-03-2015 (Audited)	31-03-2014 (Audited)
1 Income from operations					
a) Net Sales/Income from Operations (Net of Excise Duty)	8228.01	28861.41	24746.11	28861.41	24746.11
b) Other Operating Income	0.00	0.00	0.00	0.00	0.00
Total income from operations (net)	8228.01	28861.41	24746.11	28861.41	24746.11
2 Expenses					
a) Cost of materials consumed	5350.29	20837.19	18417.23	20837.19	18417.23
b) Purchases of stock-in-trade	-	-	-	-	-
c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	582.08	(29.14)	(280.20)	(29.14)	(280.20)
d) Employee benefits expense	152.89	529.57	373.88	537.42	375.95
e) Depreciation and amortisation expense	302.24	1018.11	727.67	1018.11	727.67
f) Other expenses	1397.12	4900.47	4288.34	4930.32	4292.89
Total expenses	7784.62	27256.20	23526.92	27293.90	23533.54
3 Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	443.39	1605.21	1219.20	1567.51	1212.57
4 Other Income	83.92	441.25	665.16	441.43	665.54
5 Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)	527.31	2046.46	1884.35	2008.94	1878.11
6 Finance costs	189.45	617.84	568.07	617.85	568.10
7 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)	337.86	1428.62	1316.28	1391.09	1310.01
8 Exceptional Items	0.00	0.00	0.00	0.00	0.00
9 Profit/ (Loss) from ordinary activities before tax (7 + 8)	337.86	1428.62	1316.28	1391.09	1310.01
10 Tax Expense					
-Current Tax	95.17	402.42	320.67	402.42	320.67
-Deferred Tax	15.56	65.79	(33.95)	65.79	(33.95)
11 Net Profit/ (Loss) from ordinary activities after tax (9 -10)	227.13	960.41	1029.55	922.88	1023.29
12 Extraordinary Items (Net of Tax Expenses Rs. Lakhs)	0.00	0.00	0.00	0.00	0.00
13 Net Profit/ (Loss) for the period (11 + 12)	227.13	960.41	1029.55	922.88	1023.29
14 Share of profit/(loss) of associates	-	-	-	0.00	0.00
15 Minority interest	-	-	-	(16.12)	(2.69)
16 Net Profit/(Loss) after taxes, minority interest and share of profit / (loss) of associates (13+14-15)	227.13	960.41	1029.55	939.00	1025.98
17 Paid-up equity share capital (Face Value Re. 1/-each)	2571.26	2571.26	2571.26	2571.26	2571.26
18 Reserves excluding Revaluation Reserve	28649.10	27688.69	30910.06	30025.50	
19 Earnings Per Share (EPS) (of Re. 1/- each) (Not Annualised*):					
(i). EPS (Rs.) Before Extra Ordinary Items					
- Basic & diluted	0.09	0.37	0.40	0.37	0.40
(ii). EPS (Rs.) After Extra Ordinary Items					
- Basic & diluted	0.09	0.37	0.40	0.37	0.40
* EPS is not annualised for the quarter ended results.					
PART II : SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED 31-03-2015					
A PARTICULARS OF SHAREHOLDING					
1 Public Shareholding					
- Number of shares	127319186	127319186	127319186	127319186	127319186
- Percentage of shareholding	49.52	49.52	49.52	49.52	49.52
2 Promoters and Promoter Group Shareholding					
a) Pledged / Encumbered					
-Number of shares	330000	330000	330000	330000	330000
-Percentage of shares (as a % of shareholding of promoter and promoter group)	2.54	2.54	2.54	2.54	2.54
-Percentage of shares (as a % of total share capital of the company)	1.28	1.28	1.28	1.28	1.28
b) Non-encumbered					
- Number of Shares	126506694	126506694	126506694	126506694	126506694
- Percentage of shares (as a % of shareholding of promoter and promoter group)	47.94	47.94	47.94	47.94	47.94
- Percentage of shares (as a % of total share capital of the company)	49.20	49.20	49.20	49.20	49.20
B INVESTOR COMPLAINTS					
	3 months ended 31-03-2015				
Pending at the beginning of the quarter		Nil			
Received during the quarter		Nil			
Disposed off during the quarter		Nil			
Remaining unresolved at the end of the quarter		Nil			

Segment Results for the Quarter and Year Ended 31-03-2015					
(Rs. in Lakhs, Unless Otherwise Stated)					
Particulars	Standalone			Consolidated	
	3 Months Ended	Year Ended		Year Ended	
	31-03-2015	31-03-2015	31-03-2014	31-03-2015	31-03-2014
(Refer Note - 3 Below)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1 SEGMENT REVENUE					
a) Kraft Paper	6850.33	23858.11	20810.21	23858.11	20810.21
b) M. S. Ingot	1377.68	5003.30	3935.90	5003.30	3935.90
c) Unallocated	-	-	-	-	-
Total	8228.01	28861.41	24746.11	28861.41	24746.11
Less: Inter Segment Revenue	-	-	-	-	-
Net Sales/Income from Operations	8228.01	28861.41	24746.11	28861.41	24746.11
2 SEGMENT RESULTS (Profit/(Loss) before tax and interest)					
a) Kraft Paper	435.34	1573.48	1149.58	1573.48	1149.58
b) M. S. Ingot	8.05	31.73	69.61	31.73	69.61
c) Unallocated	83.92	441.25	665.16	403.73	658.92
Total Profit Before Tax and interest	527.31	2046.46	1884.35	2008.94	1878.11
Less-interest	189.45	617.84	568.07	617.85	568.10
Total Profit Before Tax	337.86	1428.62	1316.28	1391.09	1310.01
3 CAPITAL EMPLOYED (Segment Assets - Segment Liabilities)					
a) Kraft Paper	23887.89	23887.89	20370.29	23887.89	20370.29
b) M. S. Ingot	894.50	894.50	942.77	894.50	942.77
c) Unallocated	10580.33	10580.33	11341.73	15160.29	15966.93
Total	35362.72	35362.72	32654.79	39942.68	37279.99

STANDALONE AND CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(Rs. in Lakhs)				
Particulars	Standalone		Consolidated	
	As at		As at	
	31.3.2015	31.3.2014	31.3.2015	31.3.2014
	(Audited)	(Audited)	(Audited)	(Audited)
A. EQUITY AND LIABILITIES				
1 Shareholders' Fund				
(a) Share Capital	2571.26	2571.26	2571.26	2571.26
(b) Reserves & Surplus	28649.10	27688.69	30910.06	30025.50
Sub-total - Shareholders' Funds	31220.36	30259.95	33481.32	32596.76
2 Share application money pending allotment	-	-	-	-
3 Minority interest	-	-	2326.71	2342.83
4 Non-current liabilities				
(a) Long-term borrowings	2279.78	606.69	2272.07	606.69
(b) Deferred tax liabilities (net)	1825.08	1759.29	1825.08	1704.85
(c) Other long-term liabilities	-	-	-	-
(d) Long-term provisions	37.50	28.86	37.50	28.86
Sub-total - Non-Current Liabilities	4142.36	2394.84	4134.65	2340.40
5 Current liabilities				
(a) Short-term borrowings	3215.78	3193.08	3485.78	3794.91
(b) Trade Payables	3841.52	2746.79	4098.02	2923.79
(c) Other current liabilities	914.51	1035.37	916.12	1109.71
(d) Short-term provisions	76.78	14.33	76.78	15.31
Sub-total - Current Liabilities	8048.59	6989.57	8576.70	7843.72
TOTAL - EQUITY AND LIABILITIES	43411.31	39644.35	48519.38	45123.71
B. ASSETS				
1 Non-current assets				
(a) Fixed Assets (includes Capital work-in progress)	20904.36	18661.81	20904.36	18744.22
(b) Goodwill on consolidation	-	-	-	-
(c) Non-current investments	3118.45	1427.42	6719.25	5489.11
(d) Deferred tax assets (net)	-	-	-	-
(e) Long-term loans and advances	-	-	-	-
(f) Other non-current assets	5292.92	7842.21	5331.89	7895.11
Sub-total - Non-Current Assets	29315.73	27931.45	32955.50	32128.45
2 Current assets				
(a) Current Investments	-	-	-	-
(b) Inventories	5803.48	4434.32	5803.86	4434.71
(c) Trade receivables	5131.85	4156.80	5131.84	4156.80
(d) Cash and cash equivalents	1314.06	621.41	1343.7	697.17
(e) Short-term loans and advances	1801.89	2479.15	3240.18	3685.35
(f) Other current assets	44.30	21.23	44.30	21.23
Sub-total - Current Assets	14095.58	11712.91	15563.88	12995.26
TOTAL - ASSETS	43411.31	39644.35	48519.38	45123.71

Genus Paper & Boards Ltd.

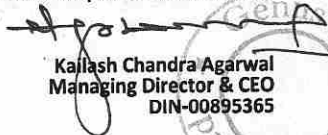
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NOTES :-

- 1 The above financial results have been reviewed by the Audit committee and approved by Board at their respective meetings held on 30th May, 2015.
- 2 After obtaining the approval of listing w.e.f. 16.2.2015, the Company is first time publishing its quarterly results and there is no published year to date figures upto 31.12.2014.
- 3 The Company is engaged in the two business segment namely Paper and Steel. The Company has considered Business Segment as the primary segment taking into account the organizational structure as well as the risk and returns of these segment as per Accounting Standard (AS)-17 on segment reporting. The activities of the Company being carried on totally within India, the information about Secondary Segment (Geographic Segment) is not required to be given.
- 4 The Consolidated financial results for the year ended 31.3.2015 includes the results for subsidiary of the Company Genus Prime Infra Limited (formerly Gulshan Chemfill Limited) (GPIL), and GPIL's wholly owned subsidiaries Sansar Infrastructure Pvt Ltd, Sunima Trading Pvt Ltd and Star Vanijya Pvt Ltd. However, pursuant to open offer in terms of SEBI (SAST) Regulations 2011 and SEBI letter no CFD/DCR/AT/SKD/PA/4585/2015 dated February 11, 2015, the aforesaid companies ceased to be subsidiaries of the company w.e.f. 21st April, 2015.
- 5 Previous year/period figures have been regrouped/reclassified wherever necessary to confirm to current year/period figures.

Date : May 30, 2015
Place : Delhi

For Genus Paper & Boards Limited


Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365





D. KHANNA & ASSOCIATES

Chartered Accountants

Auditor's Report On Quarterly Standalone Financial Results and Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of
Genus Paper & Boards Limited

We have audited the quarterly financial results of Genus Paper & Boards Limited (the Company) for the quarter ended March 31, 2015 and the year to date financial results for the year ended March 31, 2015, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us.

These quarterly financial results and year to date financial results have been prepared on the basis of the audited financial statements as at and for the year ended March 31, 2015, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of the annual financial statements as at and for the year ended March 31, 2015, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results and the year to date results:

- (i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (ii) give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2015 and for the year ended March 31, 2015.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares and percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For D. Khanna & Associates

Chartered Accountants

Firm Registration Number: 012917N

per Deepak Khanna

(Partner)

(Membership No.092140)

Place-Delhi

Date: May 30, 2015

Office Address: G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme,

D. KHANNA & ASSOCIATES

Chartered Accountants



Auditor's Report On Consolidated Year to Date Results of the Company Pursuant to the Clause 41 of the Listing Agreement

To
Board of Directors of
Genus Paper & Boards Limited

We have audited the accompanying consolidated financial results of Genus Paper & Boards Limited and its subsidiaries for the year to date results for the year ended March 31, 2015, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us.

These consolidated financial results have been prepared on the basis of the consolidated annual financial statements, which are the responsibility of the company's management and have been approved by the Board of Directors. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such related annual financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of three (3) subsidiaries included in the consolidated financial results, whose consolidated financial statements reflect total assets of Rs. 5754.89 lakh as at March 31, 2015 and the total revenue of Rs. 0.19 Lakh for the year ended on that date. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

In our opinion and to the best of our information and according to the explanations given to us these consolidated year to date results:

(i) include the results of the following entities:

Name of the Entity	Relationship
Genus Prime Infra Limited (formerly Gulshan Chemfill Limited) (GPIL)	Subsidiary
Sansar Infrastructure Private Limited	Wholly Owned Subsidiary of GPIL
Star Vanijya Private Limited	Wholly Owned Subsidiary of GPIL
Sunima Trading Private Limited	Wholly Owned Subsidiary of GPIL

- (ii) have been presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- (iii) give a true and fair view of the consolidated net profit and other financial information for the year ended March 31, 2015.

Office Address: G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme,



D. KHANNA & ASSOCIATES

Chartered Accountants



Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the consolidated number of shares and percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For D. Khanna & Associates

Chartered Accountants

Firm Registration Number: 012917N


per Deepak Khanna

(Partner)

(Membership No.092140)



Place-Delhi

Date: May 30, 2015

Office Address: G-6, Royal Sundram, Plot No.:1, Vivekanand Marg, C-Scheme,

GENUS PAPER & BOARDS LIMITED

(CIN: L21098UP2012PLC048300)

Registered Office: Village Aghwanpur, Kanth Road, Moradabad-244001 (U.P.)

Corporate Office: D-116, Okhla Industrial Area, Phase-I, New Delhi-110020

(Tel: 0591-2511171 Fax: 0591-2511242 E-mail: cs@genuspaper.com Website: www.genuspaper.com)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015]
(Effective from 15th May, 2015)

I. INTRODUCTION:

In order to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, the Securities and Exchange Board of India ("SEBI"), has come out with the new regulation namely the Securities and Exchange Board of India (Insider Trading) Regulations, 2015 (herein after may be referred as "SEBI (PIT) Regulation, 2015"). In line with the SEBI (PIT) Regulations, 2015, the following code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the 'Code') have been adopted by the Board of Directors of the Company in its meeting held on May 30, 2015 and this Code is applicable with effect from May 15, 2015.

II. DEFINITIONS:

For the purpose of this Code:-

1. "Regulations" mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
2. "Code" or "Code of Conduct" shall mean the code of practices and procedures for fair disclosure of unpublished price sensitive information of Genus Paper & Boards Limited as amended from time to time.
3. "Company" means 'Genus Paper & Boards Limited'.
4. "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
5. "Unpublished price sensitive information" ("UPSI") means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- (i) financial results;



- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

6. Words and expressions used and not defined in these Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

III. PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code aims to formulate a framework and policy for fair disclosure of UPSI that could impact price of the Company's securities in the market. So as to ensure fair disclosure of UPSI that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following code of practices and procedures for fair disclosure of unpublished price sensitive information envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015:

- 1. It shall be ensured that prompt public disclosure of unpublished price sensitive information is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
- 2. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.
- 3. The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.
- 4. It shall be ensured that any unpublished price sensitive information, which gets disclosed selectively, inadvertently or otherwise, is promptly disseminated to make such information generally available.
- 5. The Company shall ensure that appropriate and fair responses and replies are promptly provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6. It shall be ensured that no unpublished price sensitive information is shared with analysts and research personnel.
- 7. The Company shall develop and follow the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website to ensure official confirmation and documentation of disclosures made.
- 8. It shall be ensured that the unpublished price sensitive information is handled on need-to-know basis.

