Genus Paper & Boards Ltd.

Genus energizing lives

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

Corporate Office : D-116, Okhla Industrial Area, Phase-I, New Delhi-110 020, India

Ph. : +91-11-47114800, Telefax : +91-11-47114833

August 16, 2016

BSE Limited (Corporate Relationship Department), 1st 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

Dear Sir(s),

Re: 5th ANNUAL GENERAL MEETING OF YOUR COMPANY, TO BE HELD ON TUESDAY, SEPTEMBER 13TH, 2016 AT 4:00 P.M.

Notice is hereby given that the 5th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Tuesday, September 13th, 2016 at 4:00 P.M. at its Registered Office at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh, to transact the business as stated in the notice.

The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 7th September, 2016 to Tuesday, 13th September, 2016 (both days inclusive),for the purpose of 5th Annual General Meeting of the Company.

Members holding shares either in physical form or dematerialized form, as on the cut-off date on Tuesday, 6th September, 2016, may cast their vote electronically on the business as set forth in the notice of the AGM through electronic voting system of Central Depository Services (India) Limited ("CDSL") from a place other than venue of the AGM ('remote e-voting').The period for e-voting starts at 9:00 AM on 10th September, 2016 and ends at 5:00 PM on 12th September, 2016.

Please find the attached Notice of the 5th Annual General Meeting,

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

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

1. 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.

2. 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.

3. 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:

(Rs. in Lacs)

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

RESOLVED FURTEHR 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 FURTEHR 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

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

Place : Moradabad
Dated : 12th August, 2016

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 (10:00 a.m.) and ends on Tuesday, 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 Ms. Rupali Chopra, 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 1ST 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 Promoter 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

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

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

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

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

4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.

5. Any advance paid or received for the contract or arrangement, if any: NIL

6. Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.

7. Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.

8. Any other information relevant or important for the Board to take a decision on the proposed transaction: Nil.

As per second proviso to section 188 (1) of the Companies Act 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, no member of the company shall vote on above resolution, if such member is 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 11th January, 2012 and the Certificate of Commencement of Business was dated 13th 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 Sharma**
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	Non Independent, Executive	Independent, Non Executive
Qualification(s)	Graduate	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

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

Place : Moradabad
Dated : 12th August, 2016

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

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.

.....✂.....✂.....

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 : E-mail ID :	Address : Signature :

Or falling him

2.	Name : E-mail ID :	Address : Signature :

Or falling him

3.	Name : E-mail ID :	Address : 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.

Affix
Re 1
Revenue
Stamp

Signature of Shareholder:

Signature of Proxy holder(s):

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.