



Genus Paper & Boards Ltd
(A Kailash Group Company)
CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A



September 27, 2023

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: Proceedings of the 12th Annual General Meeting of the Company

This is to inform that the 12th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") was held on 27th September, 2023.

In this regard and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, please find attached herewith the following:

1. Proceedings of the 12th AGM of the Company.

This is to confirm that all the resolutions as set out in the Notice dated August 14, 2023 convening the 12th AGM of the Company have been duly passed with requisite majority.

You are requested to take the above on record.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

KUNAL
NAYAR

Kunal Nayar
Company Secretary

Encl: A/a

PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS PAPER & BOARDS LIMITED (“the Company”) HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 11:55 A.M. (IST)

- Mr. Kunal Nayar, Company Secretary of the Company welcomed the Members to the Meeting and informed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Sunday, September 24, 2023 at 09.00 am to Tuesday, September 26, 2023 at 05.00 pm as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Managing Director & CEO of the Company presided over the Meeting.
- The Chairman of the Meeting informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India (MCA) and the Securities and Exchange Board of India (SEBI). The Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC/OAVM and to vote at the Meeting.
- After confirming the requisite quorum was present through video conference, the Chairman called the AGM to order and commenced the proceedings.
- The Chairman of the Meeting then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the AGM due to some exigencies.
- The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee was also present at the meeting.
- Thereafter, the speech of the Chairman of the Company was read, giving an overview of the Company’s performance, operational & technological capabilities, outlook and other related matters.
- The Chairman of the Meeting further informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. BSE Limited and NSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors’ Report and the Secretarial Audit Report were taken as read.
- The Chairman of the Meeting further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.

- The Chairman of the Meeting further informed that Ms. Komal Practicing Company Secretary of M/s. Komal & Associates had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairman of the Meeting further informed that the results would be declared within two working days from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
- The following business items as set out in the Notice convening the 12th AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business	Type of Resolution
Ordinary Business		
1	Adoption of the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon,	Ordinary
2	Appointment of Mr. Surya Prakesh Sinha, who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
Special Business		
3	Re-appointment of Shri Kailash Chandra Agarwal as Manager Director & CEO of the Company,	Special
4	Re-appointment of Shri Himanshu Agarwal as Whole Time Director of the Company,	Special
5	Approval for Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
6	Approval for grant of Stock Options to the Employees of Subsidiary Company, In India Or Outside India of the Company under Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
7	Approval for the Acquisition of Equity Shares by way of secondary acquisition under Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
8	Approval for provision of money by the company for purchase of its own shares by The Trust / Trustees for the benefit of employees under Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
9	Power to create pledge, mortgage, hypothecate and/or charge prescribed u/s 180(1)(a) of the Companies Act, 2013	Special
10	Power to borrow funds in excess of the limits prescribed u/s 180(1)(c) of the Companies Act, 2013	Special
11	Transaction with related party under Section 188 of the Companies Act, 2013	Special

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM, but no query has been raised by any of the registered Members.
- The Chairman of the Meeting further informed e-voting facility would also remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The Chairman of the Meeting thanked the Members for joining the AGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.

For **Genus Paper & Boards Limited**


KUNAL
NAYAR

Kunal Nayar
Company Secretary



Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A



September 27, 2023

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Dear Sir(s),

Re: Consolidated Scrutinizer's Report

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, please find attached herewith the consolidated Scrutinizer's Report with regard to the 12th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") held on 27th September, 2023.

This is to confirm that all the resolutions as set out in the Notice dated August 14, 2023 convening the 12th AGM of the Company have been duly passed with requisite majority.

Kindly take the above on your record.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

KUNAL

NAYAR

Kunal Nayar

Company Secretary

Encl: A/a

Komal & Associates

(Corporate Legal Consultants)

Consolidated Scrutinizer Report

To,

The Chairman of the 12th Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Wednesday, September 27, 2023 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The deemed venue for the AGM was the Registered Office of the Company.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to and during the 12th Annual General Meeting ("AGM") of M/s Genus Paper & Boards Limited in terms of provisions of the Companies Act, 2013 read with rules issued there under and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Komal, Company Secretary in Practice (Prop of M/s Komal and Associates, Delhi, FCS No. 11636, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Paper & Boards Limited (hereinafter referred to as the "Company") vide Board Resolution dated 14th August, 2023 pursuant to Section 106 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") prior to and at the AGM in a fair and transparent manner on all the resolutions contained in the Notice dated 14th August, 2023 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), Secretarial Standard-2 on General Meetings as issued by the Institute of the Company Secretaries of India, convening the 12th AGM of its Members through VC/OAVM on Wednesday, September 27, 2023 at 11:30 A.M. IST.

I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I have to scrutinize the process of remote e-voting prior to and at the AGM in a fair and transparent manner.

Komal & Associates

(Corporate Legal Consultants)

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the Act, Rules made thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice convening the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting prior to and at the AGM is restricted to making a Consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities prior to and at the AGM, and that the e-voting is conducted in a fair and transparent manner.

In view of above, I submit my report as under:

- (a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e., Wednesday September 20, 2023, 2023 were entitled to vote on all resolutions as contained in the Notice convening the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Sunday, September 24, 2023 (9:00 A.M.) (IST) to Tuesday, September 26, 2023 (5:00 P.M.) (IST).
- (d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the AGM.



Komal & Associates

(Corporate Legal Consultants)

- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 27, 2023 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Soni Garg

(Name of Witness1)

Ayushi Gupta

(Name of Witness2)

- (f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in Annexure-A of this report.

Thanking You

Yours Faithfully,

For Komal & Associates



Komal

(Company Secretary in Practice)

FCS No. 11636

CP No. 17597

Place: Delhi

Dated: 27.09.2023

Countersigned by:

For Genus Paper & Boards Limited

KUNAL
NAYAR

(Mr. Kunal Nayar)

Company Secretary

Head Office- Office No-115, First Floor, GD-ITL, Plot No. B-8,
Netaji Subhash Place, Delhi-110034,
Branch Office- Plot No. 147, MDC, Sector-4, Near
Charitable Lab, Panchkula, Haryana-134114

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Genus Paper & Boards Limited
Consolidated result of votes cast through remote E-Voting and e-voting at 12th AGM held on September 27, 2023 at 11:30 a.m.

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting			e-voting at AGM			Total			% of total valid votes		Invalid Votes	
		Votes	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	% of total valid votes	No. of members votes	No. of valid votes cast	No. of members votes
1	To receive, consider and adopt the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00	0 0 0		0 0 0		
2	To appoint Director in place of Shri Surya Prakash Sinha (having DIN 06530766), who retires by rotation and being eligible, offers himself for re-appointment.	For Against Total	173 14 187	181958510 4396 181962906	0 0 0	0 0 0	173 14 187	181958510 4396 181962906	100.00 0.00 100.00	0 0 0		0 0 0		
3	RE-APPOINTMENT OF SHRI KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR and CEO	For Against Total	174 13 187	181958610 4296 181962906	0 0 0	0 0 0	174 13 187	181958610 4296 181962906	100.00 0.00 100.00	0 0 0		0 0 0		
4	RE-APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR	For Against Total	174 13 187	181962010 896 181962906	0 0 0	0 0 0	174 13 187	181962010 896 181962906	100.00 0.00 100.00	0 0 0		0 0 0		
5	APPROVAL FOR GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	176 11 187	181692210 696 181692906	0 0 0	0 0 0	176 11 187	181692210 696 181692906	100.00 0.00 100.00	0 0 0		0 0 0		
6	APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY, IN INDIA OR OUTSIDE INDIA OF THE COMPANY UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	176 12 188	181962660 746 181963406	0 0 0	0 0 0	176 12 188	181962660 746 181963406	100.00 0.00 100.00	0 0 0		0 0 0		
7	APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME-2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00	0 0 0		0 0 0		
8	APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00	0 0 0		0 0 0		
	POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) OF THE COMPANIES ACT, 2013	For	172	181961420	0	0	172	181961420	100.00					



9		Against	15	1486	0	0	15	1486	0.00	0	0
		Total	187	181962906	0	0	187	181962906	100.00		
10	POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) OF THE COMPANIES ACT, 2013	For	173	181958030	0	0	173	181958030	100.00		
		Against	15	5376	0	0	15	5376	0.00	0	
		Total	188	181963406	0	0	188	181963406	100.00		
11	TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013	For	173	181961529	0	0	173	181961529	100.00	0	
		Against	14	1377	0	0	14	1377	0.00		
		Total	187	181962906	0	0	187	181962906	100.00		





Genus Paper & Boards Ltd
(A Kailash Group Company)
CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A



September 28, 2023

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
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Sub: Results of Voting (E-voting prior and at the AGM)

Dear Sir/(s),

Please find attached herewith the voting results of the 12th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) held on Wednesday, 27th September, 2023 as required under Regulation 44(3) of the Listing Regulations in the prescribed format along with the Consolidated Scrutinizer’s Report.

All the resolutions as set out in the Notice dated 14th August, 2023 of the said AGM of the Company have been duly passed with requisite majority.

We request you to kindly take the same on your record.

Thanking You,

Yours truly

For Genus Paper & Boards Limited

KUNAL
NAYAR

Kunal Nayar

Company Secretary

Encl: A/a

Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	September 27, 2023
Total number of shareholders on record date	41958
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the AGM was held through Video Conferencing/OAVM
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	18 37

Resolution No.1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON							
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013848	43.30	55013152	696	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013848	43.30	55013152	696	100.00	0.00
Total		257125940	181963406	70.77	181962710	696	100.00	0.00

Resolution No.2	TO APPOINT DIRECTOR IN PLACE OF SHRI SURYA PRAKASH SINHA (HAVING DIN-06530766), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT							
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013348	43.30	55008952	4396	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013348	43.30	55008952	4396	99.99	0.01
Total		257125940	181962906	70.77	181958510	4396	100.00	0.00
Resolution No.3	RE-APPOINTMENT OF SHRI KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR & CEO							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013348	43.30	55009052	4296	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013348	43.30	55009052	4296	99.99	0.01
Total		257125940	181962906	70.77	181958610	4296	100.00	0.00

Resolution No.4	RE-APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013348	43.30	55012452	896	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013348	43.30	55012452	896	100.00	0.00
Total		257125940	181962906	70.77	181962010	896	100.00	0.00
Resolution No.5	APPROVAL FOR GENUS PAPER & BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME-2023							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	54743348	43.09	54742652	696	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		54743348	43.09	54742652	696	100.00	0.00
Total		257125940	181692906	70.66	181692210	696	100.00	0.00

Resolution No.6	APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY, IN INDIA OR OUTSIDE INDIA OF THE COMPANY UNDER GENUS PAPER & BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME – 2023							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public-Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013848	43.30	55013102	746	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013848	43.30	55013102	746	100.00	0.00
Total		257125940	181963406	70.77	181962660	746	100.00	0.00
Resolution No.7	APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER GENUS PAPER & BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME – 2023							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public-Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013848	43.30	55013152	696	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013848	43.30	55013152	696	100.00	0.00
Total		257125940	181963406	70.77	181962710	696	100.00	0.00

Resolution No.8	APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER GENUS PAPER & BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME – 2023							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public-Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013848	43.30	55013152	696	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013848	43.30	55013152	696	100.00	0.00
Total		257125940	181963406	70.77	181962710	696	100.00	0.00
Resolution No.9	POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) OF THE COMPANIES ACT, 2013							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public-Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013348	43.30	55011862	1486	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013348	43.30	55011862	1486	100.00	0.00
Total		257125940	181962906	70.77	181961420	1486	100.00	0.00

Resolution No.10	POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) OF THE COMPANIES ACT, 2013							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against on
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013848	43.30	55008472	5376	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013848	43.30	55008472	5376	99.99	0.01
Total		257125940	181963406	70.77	181958030	5376	100.00	0.00
Resolution No.11	TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129840759	126949558	97.77	126949558	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		126949558	97.77	126949558	0	100.00	0.00
Public- Institutions	E-Voting	232952	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127052229	55013348	43.30	55011971	1377	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		55013348	43.30	55011971	1377	100.00	0.00
Total		257125940	181962906	70.77	181961529	1377	100.00	0.00

Komal & Associates

(Corporate Legal Consultants)

Consolidated Scrutinizer Report

To,

The Chairman of the 12th Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Wednesday, September 27, 2023 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The deemed venue for the AGM was the Registered Office of the Company.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to and during the 12th Annual General Meeting ("AGM") of M/s Genus Paper & Boards Limited in terms of provisions of the Companies Act, 2013 read with rules issued there under and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Komal, Company Secretary in Practice (Prop of M/s Komal and Associates, Delhi, FCS No. 11636, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Paper & Boards Limited (hereinafter referred to as the "Company") vide Board Resolution dated 14th August, 2023 pursuant to Section 106 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of voting through electronic means ("e-voting") prior to and at the AGM in a fair and transparent manner on all the resolutions contained in the Notice dated 14th August, 2023 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), Secretarial Standard-2 on General Meetings as issued by the Institute of the Company Secretaries of India, convening the 12th AGM of its Members through VC/OAVM on Wednesday, September 27, 2023 at 11:30 A.M. IST.

I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I have to scrutinize the process of remote e-voting prior to and at the AGM in a fair and transparent manner.

Komal & Associates

(Corporate Legal Consultants)

Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the Act, Rules made thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice convening the AGM.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting prior to and at the AGM is restricted to making a Consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities prior to and at the AGM, and that the e-voting is conducted in a fair and transparent manner.

In view of above, I submit my report as under:

- (a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e., Wednesday September 20, 2023, 2023 were entitled to vote on all resolutions as contained in the Notice convening the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Sunday, September 24, 2023 (9:00 A.M.) (IST) to Tuesday, September 26, 2023 (5:00 P.M.) (IST).
- (d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the AGM.



Komal & Associates

(Corporate Legal Consultants)

- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 27, 2023 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Soni Gang

(Name of Witness1)

Ayushi Gupta

(Name of Witness2)

- (f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in Annexure-A of this report.

Thanking You

Yours Faithfully,

For Komal & Associates



Komal

(Company Secretary in Practice)

FCS No. 11636

CP No. 17597

Place: Delhi

Dated: 27.09.2023

Countersigned by:

For Genus Paper & Boards Limited

KUNAL
NAYAR

(Mr. Kunal Nayar)

Company Secretary

Head Office- Office No-115, First Floor, GD-ITL, Plot No. B-8,
Netaji Subhash Place, Delhi-110034,
Branch Office- Plot No. 147, MDC, Sector-4, Near
Charitable Lab, Panchkula, Haryana-134114

Ph. 8860674305/7015742505

cskomalahuja@gmail.com

Genus Paper & Boards Limited
Consolidated result of votes cast through remote E-Voting and e-voting at 12th AGM held on September 27, 2023 at 11:30 a.m.

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting				e-voting at AGM				Total		% of total valid votes	Invalid Votes		
		Votes	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of total valid votes		No. of members votes	No. of valid votes cast	
1	To receive, consider and adopt the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00				0	0	
2	To appoint Director in place of Shri Surya Prakash Sinha (having DIN 06530766), who retires by rotation and being eligible, offers himself for re-appointment.	For Against Total	173 14 187	181958510 4396 181962906	0 0 0	0 0 0	173 14 187	181958510 4396 181962906	100.00 0.00 100.00				0	0	
3	RE-APPOINTMENT OF SHRI KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR and CEO	For Against Total	174 13 187	181958610 4296 181962906	0 0 0	0 0 0	174 13 187	181958610 4296 181962906	100.00 0.00 100.00				0	0	
4	RE-APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR	For Against Total	174 13 187	181962010 896 181962906	0 0 0	0 0 0	174 13 187	181962010 896 181962906	100.00 0.00 100.00				0	0	
5	APPROVAL FOR GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	176 11 187	181692210 696 181692906	0 0 0	0 0 0	176 11 187	181692210 696 181692906	100.00 0.00 100.00				0	0	
6	APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY, IN INDIA OR OUTSIDE INDIA OF THE COMPANY UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	176 12 188	181962660 746 181963406	0 0 0	0 0 0	176 12 188	181962660 746 181963406	100.00 0.00 100.00				0	0	
7	APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME-2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00				0	0	
8	APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	For Against Total	177 11 188	181962710 696 181963406	0 0 0	0 0 0	177 11 188	181962710 696 181963406	100.00 0.00 100.00				0	0	
	POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) OF THE COMPANIES ACT, 2013	For	172	181961420	0	0	0	172	181961420	100.00					



9		Against	15	1486	0	0	15	1486	0.00	0	0
		Total	187	181962906	0	0	187	181962906	100.00		
10	POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) OF THE COMPANIES ACT, 2013	For	173	181958030	0	0	173	181958030	100.00		
		Against	15	5376	0	0	15	5376	0.00	0	
		Total	188	181963406	0	0	188	181963406	100.00		
11	TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013	For	173	181961529	0	0	173	181961529	100.00	0	
		Against	14	1377	0	0	14	1377	0.00		
		Total	187	181962906	0	0	187	181962906	100.00		

