

**NOTICE**

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Monday, 23<sup>rd</sup> September, 2024** at **11.30 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2024, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Akhilesh Kumar Maheshwari (having DIN 00062645), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint Auditors and fix their remuneration

To consider and, if thought fit, to pass, 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 and rules made thereunder, as amended or re-enacted from time to time, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s Jethani & Associates, Chartered Accountants (Firm Registration No. 010749C) be and are hereby appointed as the Auditors of the Company, for a period of 5 years from the conclusion of 13<sup>th</sup> Annual General Meeting (i.e. ensuing Annual General Meeting) of the Company till the conclusion of 18<sup>th</sup> Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS****4. TO APPROVE THE RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2024-25**

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. 1,00,000/- (Rupees One Lakh only) plus out-of-pocket expense 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 31<sup>st</sup> March, 2025".

**5. TO APPROVE THE RE-APPOINTMENT OF MR. 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** 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 Mr. Surya Prakash Sinha (DIN: 06530766) as Executive Whole Time Director of the Company upon terms and conditions including remuneration as set out in the explanatory statement accompanying to the notice.

**RESOLVED FURTHER THAT** Mr. Surya Prakash Sinha shall be the Key Managerial Personnel of the Company w.e.f. 12<sup>th</sup> October, 2024 during his tenure as Whole Time Director of the Company in terms of Section 203 of the Companies Act, 2013 as well as to continue to hold such position after attaining the age of 70 years pursuant to Section 196(3) 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."

**6. TO APPROVE THE APPOINTMENT OF MR. NISHANT CHANDRA AGARWAL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

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

**NOTICE (Contd.)**

**“RESOLVED THAT** pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and subject to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Nishant Chandra Agarwal (DIN:10727048), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 31<sup>st</sup> July, 2024 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 13<sup>th</sup> Annual General Meeting, be and is hereby appointed as an Independent Non-Executive Director of the Company for a consecutive term of 3 (three) years with effect from 01<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2027, not liable to retire by rotation”.

**7. TO APPROVE THE RE-APPOINTMENT OF MR. PRADEEP NARAIN TANDON AS AN INDEPENDENT NON-EXECUTIVE 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 provisions of Sections 149, 152 and any other applicable provisions, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, as amended from time to time, Mr. Pradeep Narain Tandon (DIN: 08490641), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from 25<sup>th</sup> June, 2024 to 24<sup>th</sup> June, 2029, not liable to retire by rotation”.

**8. TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. ISHWAR CHAND AGARWAL AS NON-EXECUTIVE DIRECTOR OF THE COMPANY AFTER ATTAINING THE AGE OF 75 YEARS**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded for continuation of directorship of Mr. Ishwar Chand Agarwal (DIN: 00011152) as Non-Executive Director of the Company after attaining the age of 75 years”.

**9. TO APPROVE THE CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY IN THE EVENT OF DEFAULT UNDER SECTION 62(3) 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** in accordance with the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (as amended from time to time) and in accordance with the memorandum of association and articles of association of the Company and applicable regulations, guidelines and/or rules including Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019, as amended from time to time, issued by the Reserve Bank of India (the **“RBI”**) and/or any appropriate statutory, governmental and other authorities from time to time, approval of members of the Company be and is hereby accorded to the Board to borrow the facilities from the lenders, on the terms and conditions contained in the financing documents to be executed in relation to the facilities, inter-alia, by giving an option to the lenders, at its sole discretion, to convert either whole or part of the outstanding loans, interest and any other secured obligation, in relation to the facilities (whether then due and payable or not) (the **“Loans”**) into fully paid up and voting equity shares of the Company (in accordance with the applicable laws and terms of the financing documents to be executed in relation to the facilities), at fair value or market value or at par, whichever is less or such other value (subject to applicable laws and/or as per RBI’s guidelines/circular, etc.) and in the manner specified in the written notice provided by the lenders or its agent to the Company (**“Notice of Conversion”**) of their intention to convert such Loans, in the event the Company commits an ‘event of default’ under the terms of the financing documents entered in relation with the facilities. Subject to applicable laws, the conversion right reserved as aforesaid may be exercised by the lenders on one or more occasions according to the provisions of the financing documents executed in relation to the facilities or in accordance with the extant guidelines of the RBI.

**RESOLVED FURTHER THAT** on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents entered in connection with the facilities, take all steps necessary to get the equity shares issued to the lenders or such other person identified by them, and as a result of such conversion, allot and issue requisite number of fully paid-up equity shares to the lenders or such other person identified by the lenders, as from the date of conversion and the lenders shall accept the same in satisfaction of the part of the loans so converted.

**RESOLVED FURTHER THAT** the fully paid up equity shares so allotted and issued to the lenders or any other person identified by the lenders pursuant to the lenders exercising the right of conversion shall carry from the date of such conversion, the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity share capital of the Company and shall rank pari passu in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the lenders.

**RESOLVED FURTHER THAT** the consent of members is hereby given for any amendment, change, modification to the memorandum of association and articles of association of the Company to give effect to the above resolution.

**NOTICE (Contd.)**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares to the lenders or such other person identified by the lenders, as may be required or as may be necessary in regard to such conversion.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from or connected with or incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to create, offer, issue and allot the aforesaid fully paid up equity shares and to resolve and settle all questions and difficulties or doubts that may arise in this regard including in the proposed allotment, utilization of the proceeds and to do all acts, deeds and things in connection therewith as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board is also authorized to increase the authorized share capital of the Company accordingly, if required and take necessary steps to complete the compliance in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid term providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution."

**10. TO APPROVE THE 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), approval of members of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1<sup>st</sup> April, 2023 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

MAXIMUM VALUE OF CONTRACT / TRANSACTION (PER ANNUM) WEF 1 <sup>ST</sup> APRIL, 2023					
NAME OF RELATED PARTIES	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials and services	Rental Income / Interest Received/ Interest Paid	Leasing of property of any kind/ Loan Taken	Availing or rendering of any services; Advances Given	Appointment of any agent for purchase or sale of goods, materials, services or property
<b>COMPANIES</b>					
Genus Power Infrastructures Limited (Purchase and Sale of Goods and Services and Fixed Assets, Interest Paid and Loan Taken)	580.13	234.54	3500.00	-	-
Kailash Coal and Coke Company Limited (Purchase and Sale of Goods and Services)	3.59	-	120.00	-	-
Genus Innovation Limited (Purchase and Sale of Goods and Services and Fixed Assets)	101.06	-	-	-	-
Genus Apparels Limited (Purchase of Goods and Services)	0.91	-	-	-	-
Kailash Vidyut & Ispat Limited (Purchase of Goods and Services)	2.37	-	-	-	-
Yajur Commodities Limited (Purchase of Goods and Services & Interest Received)	1955.77	-	-	-	-
Yajur Comtrade Private Limited (Purchase of Goods and Services)	248.17	-	-	-	-
Genus Paper and Coke Limited (Advances Given)	-	-	-	500.00	-
Kailash Enterprises (Purchase of Goods and Services)	4.27	-	-	-	-
Kailash Waste Solutions Private Limited (Purchase of Goods and Services)	108.77	-	-	-	-

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<p><b>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</b></p>	<p>On actual basis, Exempted being in the ordinary course of business and on arm's length basis</p>	<p>-</p>	<p>-</p>	<p>On actual basis, Exempted being in the ordinary course of business and on arm's length basis</p>	<p>On actual basis, Exempted being in the ordinary course of business and on arm's length basis</p>
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**RESOLVED FURTHER THAT** the Board of Directors and /or any committee thereof be and is hereby authorized to do and perform all such acts, deeds or things as may be necessary or incidental thereto including to finalize any documents and writings thereto as in its absolute discretion deem proper and desirable to give effect to this 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 : August 13th, 2024**

**Kailash Chandra Agarwal**  
Managing Director & CEO  
DIN-00895365

**NOTICE (Contd.)****NOTES:**

1. Pursuant to General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and circulars issued by SEBI vide, 'SEBI' Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 the latest being the SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter referred to as "SEBI Circular"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual General Meeting ("AGM" or "Meeting") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with all the applicable MCA Circulars and SEBI Circulars. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of members has been dispensed with in accordance with the MCA Circulars/ SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM, and hence the proxy form and attendance slip are not annexed to the Notice of AGM ("the Notice").
3. The explanatory statement, pursuant to Section 102(1) of the Act and Secretarial Standard-2 ("SS-2") issued by the Institute of Company Secretaries of India ("the ICSI") as approved by the Central Government on General Meetings (SS-2), setting out material facts relating to the special business mentioned in this Notice is annexed herewith and the same should be taken as part of the Notice.
4. Since the AGM is being held through VC/OAVM, the route map of the venue of the AGM is not annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2024 to 23rd September, 2024 (both days inclusive) in connection with the Annual General Meeting.
6. In case of joint holders, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote at the AGM.
7. Members, seeking any information with regard to any matter to be placed at this AGM, are requested to write to the Company Secretary of the Company at an early date so as to enable the management to keep the information ready at the AGM.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code), etc., to their DPs, in case the shares are held in electronic form, and to the Company's Registrar and Share Transfer Agent (i.e. M/s. Niche Technologies Private Limited, Kolkata) ("RTA"), through Form ISR-1/ISR-2, as applicable, along with necessary supporting documents, in case the shares are held in physical form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
9. Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat/ electronic form) or the Company's RTA (in case shares are held in physical form), as the case may be, about:
  - (i) the change in the residential status on return to India for permanent settlement.
  - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
10. As per the provisions of Section 72 of the Act, the facility for making nominations is available for the members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. If a member desires to opt out from the nomination facility, then he/she may submit the same in Form No. ISR-3. The said forms can be downloaded from the Company's website at <https://genuspaper.com/investor/>. Members are requested to submit these details to their DP, in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
11. SEBI vide its Circular dated June 10, 2024, in supersession of its earlier circulars in this regard, has reiterated that the security holders holding securities in physical form whose folio(s) do not have PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible:
  - a. to lodge grievances or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.
  - b. for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
12. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred, transmitted and transposed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,

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members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's RTA for assistance in this regard. Members may also visit the Company's website at <https://genuspaper.com/>.

13. The SEBI through its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all listed entities shall issue the securities in dematerialised form only while processing service requests relating to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, and transmission.

Members will have to submit duly filled up Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s) for processing of service requests to the Company's RTA. The Company's RTA shall thereafter issue a 'Letter of Confirmation' / 'Entitlement Letter' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' / 'Entitlement Letter' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of the Company and its RTA.

14. The Company has designated a separate email ID of the grievance redressal division / compliance officer 'i.e.cs@genuspaper.com', exclusively for the purpose of registering complaints by investors.
15. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

Name of Director	Akhilesh Kumar Maheshwari	Surya Prakash Sinha	Nishant Chandra Agarwal	Pradeep Narain Tandon
Director Identification Number	00062645	06530766	10727048	08490641
Date of Birth	20/08/1964	31/10/1950	06/01/1975	30/04/1957
Date of First Appointment	01/03/2021	12/10/2015	01/08/2024	26/09/2015
Qualification	Insolvency Professional (IP), FCA, ACS, SAP (FICO)	Graduate	B. Arch, PGDU EML, COA, IIA	Master of Arts (Economics), Clrd.Exam CAIIB
Expertise in specified functional area	Having rich experience as Whole Time Director/ Independent Director/ Director (Finance)/ CFO/ GM Finance/ Company Secretary for about 38 years (in leading business houses such as Bajaj Group, Wave Group, Thapar Group, Indiabulls Power, Jindal Group, Gulshan Group etc) in entire gamut of Business Operations including Fund Raising (Debt/ IPO/ Private Equity), P&L Management, Strategic Financial Planning & Analysis, Credit & Risk Management, Business Alliances, Forecasting, Process Improvements, Operation Excellence, Management Reporting, Accounts, Audit, Taxation, Company Secretarial & Legal Compliance and allied Activities	Having vast experience of more than 40 years in the field of human resources and administration and was serving as Vice President (Human Resources) in the Company	Having more than 21 years' experience in designing, architecture work and valuation of land & building for varied purposes. He is a consultant to many eminent corporates for setting up towers for mobile networks and also worked on various valuation assignments under Insolvency /Banking/ Corporate among which major projects includes Townships, Group Housing Projects, SEZ, Five Star Hotels, Rice Industry, Steel Industry, Distilleries, Automobile Industry, Spinning Industry, Shopping Malls, Tobacco Manufacturing Units, Milk Processing Units, Hospitals, Paper Mills, Cable Industry, Textile Industry, Film Studios, Schools, Colleges, Office Buildings, Residential Buildings, etc. He has also co-authored various books on Architecture & Town Planning, Interior Decoration, Building Materials and Service	Having rich and varied experience of more than 39 years in the field of banking sector
Shareholding in Genus Paper & Boards Limited	NIL	NIL	NIL	NIL
Directorships in other Listed entities	NIL	NIL	NA	NIL

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Listed entities from which the person has resigned in the past three years	NIL	NA	NA	NA
Chairman/ Member of the Committee of the Board of Directors of the Company	NIL	NIL	NA	NIL
Relationship with other Directors and KMP	Not Related with any Director of the Company	Not Related with any Director of the Company	Not Related with any Director of the Company	Not Related with any Director of the Company

16. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to 'cs@genuspaper.com'.

17. In accordance with the MCA Circulars and SEBI Circulars, the Notice of AGM is being sent only through electronic mode (e-mail) to those members, whose email addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice will also be made available on the Company's website at 'www.genuspaper.com', websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at 'www.bseindia.com' and 'www.nseindia.com' respectively, and on the website of CDSL at 'www.evotingindia.com'. To support this 'Green Initiative', members, who have not yet registered their email addresses, are requested to register the same with their DPs (in case shares are held by them in electronic form) and with the Company's RTA (in case shares are held by them in physical form).

In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address:

- (i) Members holding shares in electronic form/mode, who have not registered their email address, are requested to register the same with the DP(s) where they maintain their demat accounts, which is mandatory while e-Voting; and
- (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.genuspaper.com](http://www.genuspaper.com)) duly filled and signed along with requisite supporting documents to M/s. Niche Technologies Private Limited at 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017; website: '[www.nichetechpl.com](http://www.nichetechpl.com)'. In case of any queries, for registering email address, Members may write to '[nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)' and '[cs@genuspaper.com](mailto:cs@genuspaper.com)'.

18. The Notice of AGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, August 23, 2024. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Monday, September 16, 2024 may obtain electronic copy of Notice of AGM by sending a request to the Company or Company's RTA.

19. Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (in PDF/JPG format) of its Board or Governing Body resolution/authorisation, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent through the registered email address of the member to the scrutinizer at '[pcskomalahuja@gmail.com](mailto:pcskomalahuja@gmail.com)' with a copy marked to '[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)'.

20. Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address:

- The Company Secretary and Compliance Officer,  
Genus Paper & Boards Limited,  
Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh  
Tel. 0591-2511242; E-mail: [cs@genuspaper.com](mailto:cs@genuspaper.com)

21. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

- (i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, and MCA/SEBI Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means,

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as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (II) The members can join the AGM in the VC/OAVM mode 30 minutes before, and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (III) The attendance of the members, attending the AGM through VC/OAVM, will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- (IV) Pursuant to the MCA/SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, and rules made thereunder, representatives of the members such as the President of India or the Governor of a State or body corporate are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the AGM of the Company.
- (V) In accordance with the MCA/SEBI Circulars, the Notice calling this AGM has been uploaded on the website of the Company at [www.genuspaper.com](http://www.genuspaper.com). The Notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).
- (VI) The Company has appointed Ms. Komal, Practicing Company Secretary (Membership Number FCS 11636, Certificate of Practice Number 17597), proprietor of M/s. Komal & Associates, Delhi as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
- (VII) Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
  - (I) The instructions for Members for e-voting and joining virtual meeting are as under:
    - (i) The voting period begins on Friday, September 20, 2024 at 9:00 am (IST) and ends on Sunday, September 22, 2024 at 5:00 pm (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 16, 2024 may cast their vote electronically. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. The remote e- voting module shall be disabled by CDSL for voting thereafter.
    - (ii) Members who have already voted prior to the AGM date would not be entitled to vote at the AGM venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login method
Individual Shareholders holding securities in Demat mode With CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.

**NOTICE (Contd.)**

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:

- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (2) Click on "Shareholders" module.
- (3) 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) Shareholders holding shares in physical form should enter folio number registered with the company.
- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

**NOTICE (Contd.)**

- (6) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively, non-individual shareholders are required mandatorily to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 'pcskomalahuja@gmail.com' and 'cs@genuspaper.com', respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES**

- For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

**NOTICE (Contd.)**

- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository, if any.
- (II) If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
- (III) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

Instructions for shareholders attending the AGM through VC/OAVM and e-voting during meeting are as under:

- (I) The procedure for attending AGM and e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
- (II) The link for VC/OAVM to attend AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (III) Members, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (IV) Members are encouraged to join the AGM through laptops / ipads for better experience.
- (V) Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- (VI) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (VII) Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to AGM mentioning their name, demat account number/folio number, email id and mobile number at 'cs@genuspaper.com'. Members, who do not wish to speak during the AGM but have queries, may send their queries in advance five (5) days prior to AGM mentioning their name, demat account number/folio number, email id and mobile number at cs@genuspaper.com. These queries will be replied appropriately by email.
- (VIII) Those members, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (IX) Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (X) If any votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the AGM through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the AGM is available only to the members attending the AGM.

**Other Information**

- (I) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company and make, not later than two working days of conclusion of the AGM, 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.
- (II) The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the Company's website at [www.genuspaper.com](http://www.genuspaper.com) and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity shares of the Company are listed.
- (III) Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, September 23, 2024.

NOTICE (Contd.)

**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 10 of the accompanying Notice:

**ITEM NO. 04**

The Board, on recommendation of the Audit Committee, has approved the 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 31<sup>st</sup> March, 2025 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus reimbursement of out of pocket expenses in accordance with the provisions of the Companies Act, 2013 and rules made hereunder.

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 31<sup>st</sup> March, 2025.

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 set out at item no. 4 of the accompanying Notice for the approval of the Members.

**ITEM NO. 05**

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the re-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, 2024, 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 of Mr. Surya Prakash Sinha as the Whole Time Director (designated as Executive Director) and the remuneration structure are given below:

- i)- **Tenure of the office:** For a period of 3 (Three) years effective from October 12, 2024
- ii)- **Basic Salary:** Rs. 37,500/- per month
- iii)- **House Rent Allowance (HRA):** Rs. 18,750/- per month
- iv)- **Conveyance Allowance:** Rs. 6,750/- per month
- v)- **Other Allowance:** Rs. 12,000/- 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 from 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 comply 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, 2024 as set out in the Resolution at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at item no. 5 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. 5 except to the extent of their shareholding in the Company, if any.

**NOTICE (Contd.)****ITEM NO. 06**

It is informed that Mr. Nishant Chandra Agarwal (DIN: 10727048) was appointed as an Additional Director of the Company with effect from 01<sup>st</sup>, August, 2024, to comply with the provisions of Section 149 of Companies Act, 2013 ("the Act") and in terms of Section 161 of the Act, he 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 his appointment as an Independent Non-Executive Director for a consecutive term of 3 (three) years with effect from 01<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2027 not liable to retire by rotation, in its meeting held on 31<sup>st</sup> July, 2024.

It is further informed that Mr. Nishant Chandra Agarwal (DIN-10727048), 49, is B. Arch, PGDU EML, COA, IIA by qualification, is a Registered Valuer (IBBI) Land & Building and having more than 21 years' experience in designing, architecture work and valuation of land & building for varied purposes.

It is further informed that the Company has received from Mr. Nishant Chandra Agarwal (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 he 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..

It is further informed that in terms of provision of Section 149,152(2) of the Act, approval of members is required for the appointment of Mr. Nishant Chandra Agarwal (DIN: 10727048) as an Independent Non-Executive Director of the Company for a consecutive term of 3 (three) years with effect from 01<sup>st</sup> August, 2024 to 31<sup>st</sup> July, 2027.

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. 6 of the Notice.

**ITEM NO. 7**

It was informed that Mr. Pradeep Narain Tandon (DIN: 08490641) was appointed as an Independent Non-Executive Director of the Company by the members at the 8th Annual General Meeting of the Company held on 30th September, 2019 for a consecutive term of five years commencing from 25<sup>th</sup> June, 2019 to 24<sup>th</sup> June, 2024.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Narain Tandon, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 25<sup>th</sup> June, 2024 up to 24<sup>th</sup> June, 2029.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given the consent to continue to act as a Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Pradeep Narain Tandon fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pradeep Narain Tandon as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Pradeep Narain Tandon as an Independent Director for another term of five consecutive years with effect from 25<sup>th</sup> June, 2024 up to 24<sup>th</sup> June, 2029, for the approval of the Members of the Company.

Except Mr. Pradeep Narain Tandon being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

**ITEM NO. 08**

Pursuant to the Regulation of 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. In view of this condition, the Board of Directors of the Company recommends passing of the Special Resolution in relation to the continuation of directorship of Mr. Ishwar Chand Agarwal as Non-Executive Director of the Company after attaining the age of 75 years since he is the Promoter Director (Chairman) of the Company and his continued association and guidance shall be truly valuable to the Company and the management as well.

**NOTICE (Contd.)**

The Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Except Mr. Ishwar Chand Agarwal and Mr. Kailash Chandra Agarwal being relative, 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. 8, except to the extent of their shareholding in the Company, if any.

**ITEM NO. 09**

In order to meet the financial requirements of the Company, whenever the Board of directors decide to borrow the facilities from the lenders on the terms and conditions contained in the financing documents to be executed in relation to the facilities, from time to time, inter-alia, by giving an option to the lenders, at its sole discretion, to convert either whole or part of the outstanding loans, interest and any other secured obligation, in relation to the facilities into fully paid up and voting equity shares of the Company and in an Event of Default under Section 62(3) of the Companies Act, 2013 (the "Act") and Rules made thereunder, the said Lenders would have an option to convert the outstanding amount/s, wholly or part thereof into fully paid-up and voting equity shares of the Company, at a price determined in accordance with such applicable laws and terms of the financing documents to be executed in relation to the facilities.

Pursuant to the provisions of Section 62(3) of the Companies Act, 2013 and Rules made thereunder, the above resolution requires the approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members considering the requirement of the lenders towards compliance of the same.

The Board recommends the Special Resolution set out at item no. 9 of the accompanying Notice for the approval of the Members.

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. 9 of the Notice.

**ITEM NO. 10**

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 the Audit Committee or Board, and prior approval of the 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 the limits that your Company may enter into with its Related Parties (as defined under the Act and SEBI (LODR) Regulations, 2015) for the financial year 2023-24 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 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 TRANSACTION ENTERED OR PROPOSED TO BE ENTERED FOR APPROVAL U/S 188 OF THE COMPANIES ACT, 2013  
MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1st APRIL, 2023**

(Rs. in Lacs)

	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials and services	Rental Income /Interest Received/ Interest Paid	Leasing of property of any kind/ Loan Taken	Availing or rendering of any services; Advances Given	Appointment of any agent for purchase or sale of goods, materials, services or property
<b>NAME OF RELATED PARTIES</b>					
<b>COMPANIES</b>					
Genus Power Infrastructures Limited (Purchase and Sale of Goods and Services and Fixed Assets, Interest Paid and Loan Taken)	580.13	234.54	3500.00	-	-
Kailash Coal and Coke Company Limited (Purchase and Sale of Goods and Services)	3.59	-	120.00	-	-

**NOTICE (Contd.)**

Genus Innovation Limited <b>(Purchase and Sale of Goods and Services and Fixed Assets)</b>	101.06	-	-	-	-
Genus Apparels Limited <b>(Purchase of Goods and Services)</b>	0.91	-	-	-	-
Kailash Vidyut & Ispat Limited <b>(Purchase of Goods and Services)</b>	2.37	-	-	-	-
Yajur Commodities Limited <b>(Purchase of Goods and Services &amp; Interest Received)</b>	1955.77	-	-	-	-
Yajur Comtrade Private Limited <b>(Purchase of Goods and Services)</b>	248.17	-	-	-	-
Genus Paper and Coke Limited <b>(Advances Given)</b>	-	-	-	500.00	-
Kailash Enterprises <b>(Purchase of Goods and Services)</b>	4.27	-	-	-	-
Kailash Waste Solutions Private Limited <b>(Purchase of Goods and Services)</b>	108.77	-	-	-	-
<b>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</b>	On actual basis, Exempted being in the ordinary course of business and on arm's length basis	-	-	On actual basis, Exempted being in the ordinary course of business and on arm's length basis	On actual basis, Exempted being in the ordinary course of business and on arm's length basis

- Name of the related party and nature of relationship: As provided in table above.
- Name of the director or key managerial personnel who is related, if any: Mr. Ishwar Chand Agarwal, Mr. Kailash Chandra Agarwal, and Mr. Himanshu Agarwal, Directors, KMPs and Promoters of the Company and their relatives are deemed to be interested in the above resolution.
- Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
- Material terms of the contract or arrangement including the value, if any: As referred in point (3) above.
- Any advance paid or received for the contract or arrangement, if any: As referred in above table.
- Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract: All proposed transactions would be carried out as part of the business requirements of the Company and would be at arm's length basis.
- Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors have been considered.
- Any other information relevant or important for the Board to take a decision on the proposed transaction: NIL

As per second proviso to section 188(1) of the Companies Act, 2013, if any member is a related party in any contract or arrangement, then that party shall not vote in the special resolution, wherein such contract or arrangement is considered for approval. Therefore, no member of the Company shall vote on above resolution, if such member is a related party.

Except above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.10 of the Notice for approval by the Shareholders.

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, Duplex Board and Writing & Printing Paper.
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.

NOTICE (Contd.)

	4.	Financial performance based on given indicators	The details of financial performance of the Company for the years 2022-23 and 2023-24 are provided in the Annual Report 2024 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.
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>			
	A. 1.	Background details	<ul style="list-style-type: none"> <li>▶ Name : <b>Mr. Akhilesh Kumar Maheshwari</b></li> <li>▶ Designation : Executive Director</li> <li>▶ Age : 60 Years</li> </ul> <p>Mr. Akhilesh Kumar Maheshwari was appointed as a Whole Time Director of the Company on 01.03.2021. He has very rich experience in the financial business management with a strong background in financial arenas.</p>
	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	During the financial year 2023-24, a sum of Rs. 40,20,972/- was paid as remuneration.
	4.	Job profile and his suitability	<p>Mr. Akhilesh Kumar Maheshwari is the Whole Time Director of the Company.</p> <p>He pays attention to the financial areas of the business of the Company as may be necessary, 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 time to time.</p> <p>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.</p>
	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)	<p>Mr. Akhilesh Kumar Maheshwari carries vast and enriched experience in the financial areas of the Company.</p> <p>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.</p>
	7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	There is no pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.
	B. 1.	Background details	<ul style="list-style-type: none"> <li>▶ Name : <b>Mr. Surya Prakash Sinha</b></li> <li>▶ Designation : Executive Director</li> <li>▶ Age : 73 Years</li> </ul> <p>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.</p>
	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	During the financial year 2023-24, a sum of Rs. 8,25,000/- was paid as remuneration.
	4.	Job profile and his suitability	<p>Mr. Surya Prakash Sinha is the Whole Time Director of the Company.</p> <p>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.</p> <p>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.</p>

**NOTICE (Contd.)**

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.
C.1.	Background details	<ul style="list-style-type: none"> <li>▶ Name : <b>Mr. Nishant Chandra Agarwal</b></li> <li>▶ Designation : Independent Non-Executive Director</li> <li>▶ Age : 49 Years</li> </ul> <p>Mr. Nishant Chandra Agarwal was appointed as an Additional Director of the Company on 01<sup>st</sup> August, 2024. He has very rich experience and skills in designing, architecture work and valuation of land &amp; building for varied purpose, etc.</p>
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. Nishant Chandra Agarwal is the Additional Non-Executive Independent Director of the Company. He pays attention to the business of the Company as may be necessary, 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 time to time. 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	No such remuneration shall be paid to the non-executive director of the Company.
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)	No such remuneration shall be paid to the non-executive director of the Company.
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. Nishant Chandra Agarwal.
D.1	Background details	<ul style="list-style-type: none"> <li>▶ Name : <b>Mr. Pradeep Narain Tandon</b></li> <li>▶ Designation : Independent Non-Executive Director</li> <li>▶ Age : 67 Years</li> </ul> <p>Mr. Pradeep Narain Tandon is appointed as Director of the Company on 25.06.2019. He has a very rich experience and skills in the Field of Banking Sector.</p>
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	NIL
4.	Job profile and his suitability	Mr. Pradeep Narain Tandon is the Non-Executive Independent Director of the Company. He pays attention to the business of the Company as may be necessary, 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 time to time. 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	No such remuneration shall be paid to the non-executive director of the Company.

**NOTICE (Contd.)**

	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)	No such remuneration shall be paid to the non-executive director of the Company.
	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. Pradeep Narain Tandon.
IV.	Disclosure		
	1.	The information, as required, is provided under Corporate Governance Section of the Annual Report, 2024.	

**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 : August 13th, 2024**

**Kailash Chandra Agarwal**  
Managing Director & CEO  
DIN-00895365