



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



September 23, 2024

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 13th Annual General Meeting of the Company

This is to inform that the 13th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) was held on 23rd September, 2024.

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 13th AGM of the Company.

This is to confirm that all the resolutions as set out in the Notice dated August 13, 2024 convening the 13th 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 13TH ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS PAPER & BOARDS LIMITED (“the Company”) HELD ON MONDAY, SEPTEMBER 23, 2024 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 12:10 P.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 Friday, September 20, 2024 at 09.00 am to Sunday, September 22, 2024 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 13th 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, 2024, together with the reports of the Board of Directors and Auditors thereon,	Ordinary
2.	Appointment of Mr. Akhilesh Kumar Maheshwari (having DIN 00062645), who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
3.	Appointment of auditors and fix their remuneration,	Ordinary
Special Business		
4.	Approval for ratification of remuneration of cost auditors for the financial year 2024-25,	Ordinary
5.	Re-appointment of Mr. Surya Prakash Sinha as Whole Time Director,	Special
6.	Appointment of Mr. Nishant Chandra Agarwal as an Independent Non-Executive Director,	Special
7.	Re-appointment of Mr. Pradeep Narain Tandon as an Independent Non-Executive Director,	Special
8.	Approval for the continuation of directorship of Mr. Ishwar Chand Agarwal as an Non-Executive Director of the Company after attaining the age of 75 years,	Special
9.	Approval for the conversion of loan into equity shares of the Company in the event of default under Section 62(3) of the Companies Act, 2013,	Special
10.	Approval for the 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. Questions have been raised by the registered Members which were duly answered by the Chairman of the Meeting.
- The Chairman of the Meeting further informed that 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 23, 2024

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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 13th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") held on 23rd September, 2024.

This is to confirm that all the resolutions as set out in the Notice dated August 13, 2024 convening the 13th 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

Digitally signed by KUNAL NAYAR
DN: cn=KUNAL NAYAR,
o=GENUS PAPER & BOARDS LIMITED,
ou=GENUS PAPER & BOARDS LIMITED,
email=kunal.nayar@genuspaperboards.com,
c=IN

Kunal Nayar
Company Secretary

Encl: A/a

Consolidated Scrutinizer Report

To,

The Chairman of the 13th Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Monday, September 23, 2024 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 13th 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 13th August, 2024 pursuant to Section 108 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 13th August, 2024 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and September 25, 2023 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 13th AGM of its Members through VC/OAVM on Monday, September 23, 2024 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.

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

eskomalahuja@gmail.com

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., Monday, September 16, 2024, were entitled to vote on all resolutions as contained in the Notice of the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Friday, September 20, 2024 (9:00 A.M.) (IST) to Sunday, September 22, 2024 (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.
- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 23, 2024 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses,

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Ph. 8860674305/7015742505

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Komal & Associates

(Corporate Legal Consultants)

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.

Akshat Rawat

(Name of Witness1)

Rajbir

(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



(Company Secretary in Practice)

FCS No. 11638

CP No. 17597

Place: Delhi

Dated: 23.09.2024

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
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Consolidated result of votes cast through remote E-Voting and e-voting at 13th AGM held on September 23, 2024 at 11:30 a.m.

Genus Paper & Boards Limited

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 members	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	
1	Ordinary Resolution to receive, consider and accept the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon.	For	133	167971776	5	3015	138	167974791	100.00	0	0
		Against	12	728	0	0	12	728	0.00	0	0
2	Ordinary Resolution to appoint Director in place of Mr. Ashish Kumar Maheshwari (having DIN-00052645), who retires by rotation and being eligible, offers himself for re-appointment.	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
3	Ordinary Resolution to appoint M/s Jethani & Associates as auditors of the company and to fix their remuneration	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
4	Ordinary Resolution to ratify the remuneration of cost auditors, M/s M. K. Singhal & Co. for Financial Year 2024-2025	For	131	167974472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
5	Special Resolution for re-appointment of Mr. Surva Prakash Sinha as whole time Director	For	131	167968076	5	3015	136	167972091	100.00	0	0
		Against	14	3428	0	0	14	3428	0.00	0	0
6	Special Resolution for appointment of Mr. Nishant Chandra Agarwal as an Independent Non-Executive Director	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
7	Special Resolution for re-appointment of Mr. Pradeep Narain Tandon as an Independent Non-Executive Director	For	131	167971472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
8	Special Resolution for approval of continuation of directorship of Mr. Ishwar Chand Agarwal as Non-Executive Director after attaining age of 75 years	For	131	167971528	5	3015	136	167974541	100.00	0	0
		Against	14	978	0	0	14	978	0.00	0	0
9	Special Resolution for conversion of loan into equity shares of the company in the event of default under section 52(3) of the Companies Act, 2013	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
10	Special Resolution for transaction with related party under Section 188 of the Companies Act, 2013	For	131	167974472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00	0	0





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



September 24, 2024

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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Dear Sir(s),

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

Please find attached herewith the voting results of the 13th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) held on Monday, 23rd September, 2024 as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) in the prescribed format along with the Consolidated Scrutinizer’s Report.

All the resolutions as set out in the Notice dated 13th August, 2024 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 23, 2024
Total number of shareholders on record date	51400
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:	15 43

Resolution No.1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024, 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	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public- Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618259	728	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		47618987	37.46	47618259	728	100.00	0.00
Total		257125940	167975519	65.33	167974791	728	100.00	0.00

Resolution No.2	TO APPOINT DIRECTOR IN PLACE OF MR. AKHILESH KUMAR MAHESHWRI (HAVING DIN-00062645), 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	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618059	928	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		47618987	37.46	47618059	928	100.00	0.00
Total		257125940	167975519	65.33	167974591	928	100.00	0.00
Resolution No.3	TO APPOINT AUDITORS AND FIX THEIR REMUNERATION							
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	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618059	928	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		47618987	37.46	47618059	928	100.00	0.00
Total		257125940	167975519	65.33	167974591	928	100.00	0.00

Resolution No.4	TO APPROVE THE RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2024-25							
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	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public- Institutions	E-Voting	132823	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	127131439	47618987	37.46	47617955	1032	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		47618987	37.46	47617955	1032	100.00	0.00
Total		257125940	167975519	65.33	167974487	1032	100.00	0.00
Resolution No.5	TO APPROVE THE RE-APPOINTMENT OF MR. SURYA PRAKESH SINHA 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	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public- Institutions	E-Voting	132823	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	127131439	47618987	37.46	47615559	3428	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		47618987	37.46	47615559	3428	99.99	0.01
Total		257125940	167975519	65.33	167972091	3428	100.00	0.00

Resolution No.6	TO APPROVE THE APPOINTMENT OF MR. NISHANT CHANDRA AGARWAL AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR							
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
Promoter and Promoter Group	E-Voting	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618059	928	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		47618987	37.46	47618059	928	100.00	0.00
Total		257125940	167975519	65.33	167974591	928	100.00	0.00
Resolution No.7	TO APPROVE THE RE-APPOINTMENT OF MR. PRADEEP NARAIN TANDON AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR							
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
Promoter and Promoter Group	E-Voting	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47617955	1032	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		47618987	37.46	47617955	1032	100.00	0.00
Total		257125940	167975519	65.33	167974487	1032	100.00	0.00

Resolution No.8	TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF MR. ISHWAR CHAND AGRWAL AS NON-EXECUTIVE DIRECTOR OF THE COMPANY AFTER ATTAINING THE AGE OF 75 YEARS							
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
Promoter and Promoter Group	E-Voting	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618009	978	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		47618987	37.46	47618009	978	100.00	0.00
Total		257125940	167975519	65.33	167974541	978	100.00	0.00
Resolution No.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							
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
Promoter and Promoter Group	E-Voting	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47618059	928	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		47618987	37.46	47618059	928	100.00	0.00
Total		257125940	167975519	65.33	167974591	928	100.00	0.00

Resolution No.10	TO APPROVE THE 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	No. of votes	% of Votes Polled on	No. of Votes –	No. of Votes –	% of Votes in favour	% of Votes against
Promoter and Promoter Group	E-Voting	129861678	120356532	92.68	120356532	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		120356532	92.68	120356532	0	100.00	0.00
Public-Institutions	E-Voting	132823	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	127131439	47618987	37.46	47617955	1032	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		47618987	37.46	47617955	1032	100.00	0.00
Total		257125940	167975519	65.33	167974487	1032	100.00	0.00

Consolidated Scrutinizer Report

To,

The Chairman of the 13th Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Monday, September 23, 2024 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 13th 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 13th August, 2024 pursuant to Section 108 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 13th August, 2024 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and September 25, 2023 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 13th AGM of its Members through VC/OAVM on Monday, September 23, 2024 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.

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Netaji Subhash Place, Delhi-110034.
Branch Office- Plot No. 147, MDC, Sector-4, Near
Charitable Lab, Panchkula, Haryana-134114

Ph. 8860674305/7015742505

eskomalahuja@gmail.com

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., Monday, September 16, 2024, were entitled to vote on all resolutions as contained in the Notice of the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Friday, September 20, 2024 (9:00 A.M.) (IST) to Sunday, September 22, 2024 (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.
- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 23, 2024 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses,



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Komal & Associates

(Corporate Legal Consultants)

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.

Akshat Rawat

(Name of Witness1)

Rajbir

(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



(Company Secretary in Practice)

FCS No. 11638

CP No. 17597

Place: Delhi

Dated: 23.09.2024

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.
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Consolidated result of votes cast through remote E-Voting and e-voting at 13th AGM held on September 23, 2024 at 11:30 a.m.

Genus Paper & Boards Limited

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 members	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	
1	Ordinary Resolution to receive, consider and accept the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon.	For	133	167971776	5	3015	138	167974791	100.00	0	0
		Against	12	728	0	0	12	728	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
2	Ordinary Resolution to appoint Director in place of Mr. Ashish Kumar Maheshwari (having DIN-00052645), who retires by rotation and being eligible, offers himself for re-appointment.	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
3	Ordinary Resolution to appoint M/s Jethani & Associates as auditors of the company and to fix their remuneration	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
4	Ordinary Resolution to ratify the remuneration of cost auditors, M/s M. K. Singhal & Co. for Financial Year 2024-2025	For	131	167974472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
5	Special Resolution for re-appointment of Mr. Surva Prakash Sinha as whole time Director	For	131	167968076	5	3015	136	167972091	100.00	0	0
		Against	14	3428	0	0	14	3428	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
6	Special Resolution for appointment of Mr. Nishant Chandra Agarwal as an Independent Non-Executive Director	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
7	Special Resolution for re-appointment of Mr. Pradeep Narain Tandon as an Independent Non-Executive Director	For	131	167971472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
8	Special Resolution for approval of continuation of directorship of Mr. Ishwar Chand Agarwal as Non-Executive Director after attaining age of 75 years	For	131	167971528	5	3015	136	167974541	100.00	0	0
		Against	14	978	0	0	14	978	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
9	Special Resolution for conversion of loan into equity shares of the company in the event of default under section 52(3) of the Companies Act, 2013	For	132	167971576	5	3015	137	167974591	100.00	0	0
		Against	13	928	0	0	13	928	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		
10	Special Resolution for transaction with related party under Section 188 of the Companies Act, 2013	For	131	167974472	5	3015	136	167974487	100.00	0	0
		Against	14	1032	0	0	14	1032	0.00	0	0
		Total	145	167972504	5	3015	150	167975519	100.00		

