

GENUS PAPER & BOARDS LIMITED

(CIN: L21098UP2012PLC048300)

Registered Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh

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

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

NOTICE OF POSTAL BALLOT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Genus Paper & Boards Limited (the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has appointed Ms. Komal, Practicing Company Secretary (Membership Number FCS 11636, CP No. 17597), proprietor of M/s. Komal & Associates, Delhi as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	Wednesday, February 19, 2025 at 9.00 a.m. (IST)
End of e-voting:	Thursday, March 20, 2025 at 5:00 p.m. (IST)

The Scrutinizer will submit her report to the Chairman or in his absence, any other person authorized by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman of the Company or any other person authorized by him, within two working days of conclusion of e-voting and will be displayed on the Company's website at www.genuspaper.com and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges, where the equity shares of the Company are listed (i.e. BSE and NSE), and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

1. CANCELLATION OF UNISSUED SHARES OF ONE CLASS (EQUITY SHARES OF RS. 10/- EACH) AND INCREASE IN SHARES OF ANOTHER CLASS (PREFERENCE SHARES OF RS. 100/- EACH) SUBJECT TO CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION

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 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) and the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to cancel 2,00,00,000 (Two Crores) Unissued Equity Shares of the face value of Rs.10/- (Rupees Ten) each out of 3,25,00,000 (Three Crores Twenty Five Lacs) Unissued Equity Shares of the face value of Rs.10/- (Rupees Ten) each and issue new 20,00,000 (Twenty Lacs) Preference shares of face value of Rs.100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

Clause V:

The Authorised Share Capital of the Company is Rs. 73,50,00,000/- (Rupees Seventy Three Crores Fifty Lacs Only) divided into 26,00,00,000 (Twenty Six Crores) Equity Shares of Re. 1/- (Rupee One) each, 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten) each and 35,00,000 (Thirty Five Lac) Preference shares of Rs. 100 (Rupees Hundred) each.

RESOLVED FURTHER THAT to give effect to the above resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be required and file necessary papers and forms with the Registrar of Companies thereto".

2. OFFER AND ISSUE OF 7% NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OF THE COMPANY ON A PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT subject to the provisions of Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or

re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Company to offer, issue and allot 20,00,000 7% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each on private placement basis, in one or more series/tranches provided that aggregate amount of such Preference Shares offered/proposed to be offered shall not exceed Rs. 20,00,00,000/- (Rupees Twenty Crore Only) for the period of one year from the date of this resolution on such terms and conditions as may be decided by the Board and subject to the following rights:

- (a) The Preference Shares shall rank for dividend and in repayment of capital in priority to the equity shares for the time being of the Company.
- (b) The said shares shall carry dividend at the rate of 7% p.a. at the time of issue of such Non-Cumulative Redeemable Preference Shares on the capital for the time being paid-up thereon.
- (c) The said shares shall, in winding up, be entitled to rank as regards repayment of capital and arrears of dividend, whether declared or not, up to the date of commencement of the winding up in priority to the equity shares but shall not be entitled to any further participation in the profits or surplus assets or surplus funds.
- (d) The payment of dividend shall be on a non-cumulative basis.
- (e) The said shares will not be converted into equity shares.
- (f) The voting rights of the persons holding the said shares shall be in accordance with the provisions of Section 47(2) of the Act.
- (g) The said shares shall be redeemable not later than the date determined by the Board of Directors at the time of issue or such other date as may be determined by the Board of Directors provided that it does not exceed twenty years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such documents, undertaking, writing as may be necessary for giving effect to the above resolution.”

3. TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION (“AOA”) BY INSERTING A NEW CLAUSE WITH RESPECT TO APPOINTMENT OF NOMINEE 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 section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with the respective rules made thereunder, the Articles of Association of the Company be and are hereby altered by inserting new clause 89 as under:

Appointment of Nominee Director	(89)	(i) Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees or so long as any of the aforesaid banks, financial institutions or such other financing entities hold any shares/debentures in the Company as a result of subscription or so long as any guarantee given by any of the aforesaid entities in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said financial institutions or
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		Debenture Trustees or such other financing entities shall, subject to an agreement in that behalf between it and the Company, have a right but not an obligation, to appoint one or more persons as Director(s) on the Board of Directors as their nominee in accordance with the applicable laws.
Duration of office of Nominee Director		(ii) The aforesaid financial institutions or Debenture Trustees or such other financing entities may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint other or others to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant institution and shall be delivered to the Company and the Company shall have no power to remove the Nominee Director from office.
General Powers of Nominee Director		(iii) Each such Nominee Director shall be entitled to attend all General Meetings, Board Meetings and meetings of the Committee of which he or she is a member and he or she and the financial institutions or such other financing entities appointing him shall also be entitled to receive notice of all such meetings in accordance with the applicable laws.

RESOLVED FURTHER THAT Members of the Company be and hereby adopt a new set of Articles of Association by considering the above-mentioned alteration with respective change in serial numbers accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

By Order of the Board
For Genus Paper & Boards Limited

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

Place: **Moradabad**
Date: **February 12, 2025**

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special businesses in respect of item no. 1-3 as set out above is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, February 07, 2025** (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Niche Technologies Pvt. Ltd, (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. For this purpose, the Company has availed the service of Central Depository Services (India) Limited (CDSL). The instructions for e-voting are provided as part of this Notice.
5. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
6. The e-voting rights of the Shareholders/beneficiary owners shall be reckoned on the shares held by them as on **Friday, February 07, 2025**, being the Cut-off Date for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off Date, can cast their vote electronically.
7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly

authorised representative(s), to the Scrutinizer by e-mail to 'pcskomalahuja@gmail.com' with a copy marked to cs@genuspaper.com.

9. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
10. Postal Ballot (e-voting) period commences from **Wednesday, February 19, 2025** (9:00 A.M. IST) and ends on **Thursday, March 20, 2025** (5:00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
11. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Thursday, March 20, 2025**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
12. This Notice shall also be available on the website of the Company at www.genuspaper.com, the websites of the stock exchanges where the equity shares of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, on the website of CDSL at www.evotingindia.com.
13. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@genuspaper.com mentioning their name, Folio no./Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
14. Remote e-voting period shall commence on **Wednesday, February 19, 2025** (9:00 A.M. IST) and ends on **Thursday, March 20, 2025** (5:00 p.m. IST) (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off Date, i.e. **Friday, February 07, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
15. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once, the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
16. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**
 - Step 1** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on **Wednesday, February 19, 2025** (9:00 A.M. IST) and ends on **Thursday, March 20, 2025 (5:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date, i.e. **Friday, February 07,**

2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 **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	<ol style="list-style-type: none"> 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 www.cdslindia.com 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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

	<p>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.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>
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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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in or call at toll free no.: 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 Remote e-Voting 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.
 - 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 and voted on an earlier e-voting of any company, then your existing password is to be used.
- 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"> • 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.
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"> • 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.

- (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 Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to 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.
 - 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 mandatory 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’ with a copy marked to cs@genuspaper.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. 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.
2. For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.

Contact Details of the person responsible to address the queries/grievances connected with the voting by postal ballot including voting by electronic means, if any:

- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
- 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33
- The Company Secretary, Genus Paper & Boards Limited, Village Aghwanpur, Kanth Road, Moradabad-244001 Uttar Pradesh, Tel. +91-591-2511242, Email- cs@genuspaper.com

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 to 3.

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following statement sets out the material facts relating to Item no. 1 to 3 of this Notice:

Item No. 1

The Board of Directors of the Company at its meeting held on February 12, 2025 have considered and approved the proposal to cancel 2,00,00,000 (Two Crores) Unissued Equity Shares of the face value of Rs.10/- (Rupees Ten) each out of the total 3,25,00,000 (Three Crores Twenty Five Lacs) Unissued Equity Shares of the face value of Rs.10/- (Rupees Ten) each. In lieu of the said cancelled shares, the Board has proposed to issue new 20,00,000 (Twenty Lacs) Preference Shares of the face value of Rs.100/- (Rupees Hundred) each.

The proposed cancellation and issuance are in accordance with Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The rationale behind this proposal is to optimize the Company's capital structure and meet the strategic funding requirements. By canceling the unissued equity shares and issuing new preference shares, the Company aims to leverage the benefits associated with preference shares, including potential cost efficiencies and alignment with the Company's long-term financial strategy. This move is expected to enhance the Company's ability to raise funds in a cost-effective manner while balancing the interests of both equity and preference shareholders.

The Board of Directors is also proposing to amend Clause V of the Memorandum of Association of the Company to reflect the revised Authorised Share Capital of the Company.

The revised Clause V will be as follows:

Clause V:

The Authorised Share Capital of the Company is Rs. 73,50,00,000/- (Rupees Seventy Three Crores Fifty Lacs Only) divided into 26,00,00,000 (Twenty Six Crores) Equity Shares of Re. 1/- (Rupee One) each, 1,25,00,000 (One Crore Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten) each and 35,00,000 (Thirty Five Lac) Preference shares of Rs. 100 (Rupees Hundred) each.

The Board of Directors recommends passing of the resolution as set out in item no. 1 of this Notice for the approval of the members as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2

In terms of Section 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013 a Company may, subject to the provisions of said sections, make an offer or invitation for subscription for securities including 7% Non-Cumulative Redeemable Preference Shares (NCRPS) by way of private placement.

Further, in terms of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to 7% Non-Cumulative Redeemable Preference Shares (NCRPS), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such Preference Shares during the year.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, your Company intends to issue 7% Non-Cumulative Redeemable Preference Shares (NCRPS) for an amount aggregating upto Rs. 20,00,00,000/- (Rupees Twenty Crore Only), on private placement basis for a period of one year from the conclusion of this Meeting depending upon the requirement of funds from time to time.

In order to issue such Preference Shares by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of "the Act" and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement as set out in the resolution at item no. 2 of this Notice as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules 2014, the material facts in relation to the above issue of Preference Shares, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, and any other rules and regulations, to the extent applicable, are as follows:

a.	Particulars of the offer including date of passing of Board resolution	7% Non-Cumulative Redeemable Preference Shares Date of Board Meeting: February 12, 2025
b.	Size of the issue and the number of preference shares to be issued and the nominal value of each share	The Company proposes to issue and allot not exceeding 20,00,000 (Twenty Lakh Only) Non-Cumulative Redeemable Preference Shares ("NCRPS") of Rs.100/- each at par aggregating a nominal value not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to identified persons/group of persons/entities identified by the Board of Directors of the Company whether or not they are members of the Company.

c.	Nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	7% Non-Cumulative Redeemable Preference Shares			
d.	Objectives of the issue	To meet the working capital requirements of the Company			
e.	Manner of issue of shares	On private placement basis			
f.	Price at which such shares are proposed to be issued	Rs. 100/-			
g.	Basis on which the price has been arrived at	None			
h.	Terms of issue, including terms and rate of dividend on each share etc.	The terms of issue will be decided by the Board of Directors at the time of issue. The rate of dividend shall be @7% p.a.			
i.	Terms of redemption, including the tenure of redemption, if any, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The period of redemption will be decided by the Board of Directors but in no case shall exceed a period of 20 years from the date of such issue. Redemption of preference shares at premium is not applicable and there is no conversion of shares.			
j.	Manner and modes of redemption	Out of profits and/or out of the fresh issue of capital, as the case may be.			
k.	Current shareholding pattern of the Company	Sr No	Particulars	No of Shares	%
		a.	Promoter & Promoter Group	130742478	50.84
		b.	Public Institution	119747	0.05
		c.	Public Non-Institution	126251598	49.11
		d.	Clearing Member	12117	0.00
			Total	257125940	100.00
Detailed shareholding pattern is available on the website of the Company, i.e. www.genuspaper.com and also available on the website of BSE Ltd i.e., www.bseindia.com and of NSE i.e., www.nseindia.com respectively.					
l.	Expected dilution in equity share capital upon conversion of preference shares	Not applicable			
m.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Not applicable			

Item No. 3

The Company proposes to alter its Articles of Association (AOA) by including a new clause that addresses the appointment of a Nominee Director. This amendment is being proposed to enhance the Company's governance framework by allowing key stakeholders, such as financial institutions or other strategic partners, to have their representation on the board.

As per the said amendment, the Articles of Association shall require the Board of Directors to appoint a person nominated by the lending financial institutions or any of the banks or such other financing entities hold any shares/debentures in the Company.

In order to make the Articles of Association of the Company to comply with the above mentioned requirements, it is proposed to insert a new clause with respect to the appointment of Nominee Director. The consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors recommends passing of the resolution as set out in item no. 3 of this Notice for the approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For Genus Paper & Boards Limited

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

Place: **Moradabad**
Date: **February 12, 2025**