

**NOTICE**

**Notice** is hereby given that the 14<sup>th</sup> Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Monday, 29<sup>th</sup> September, 2025** 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, 2025, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Ishwar Chand Agarwal (having DIN: 00011152), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****3. TO APPROVE THE RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2025-26**

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, 2026".

**4. TO APPROVE THE APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY**

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 204 and Section 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for the time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Gaurav Gupta & Associates, Company Secretaries as the Secretarial Auditors, (Peer Review No: S2008UP790300) be and are hereby appointed as the Secretarial Auditors of the Company for a period of five consecutive years i.e. from FY 2025-26 to FY 2029-30, on such remuneration as may be mutually agreed by the Board of Directors of the Company and the Secretarial Auditors and as stated in Explanatory Statement to the Notice.

**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."

**5. TO APPROVE THE APPOINTMENT OF MR. SANJAY KUMAR AGARWAL 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 appointment of Mr. Sanjay Kumar Agarwal (DIN: 11238645) 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. Sanjay Kumar Agarwal shall be the Key Managerial Personnel of the Company w.e.f. 12<sup>th</sup> August, 2025 during his tenure as Whole Time Director of the Company in terms of Section 203 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'board') and/or any Committee thereof 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. Sanjay Kumar Agarwal.

**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. Sanjay Kumar Agarwal 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. Sanjay Kumar Agarwal 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 RE-APPOINTMENT OF MRS. REKHA SRIVASTAVA 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 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, Mrs. Rekha Srivastava (DIN: 09679039), 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 10<sup>th</sup> August, 2025 to 09<sup>th</sup> August, 2030, not liable to retire by rotation.

**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."

**7. TO APPROVE THE APPOINTMENT OF MRS. MEGHNA KAPOOR 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 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, Mrs. Meghna Kapoor (DIN:11268221), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30<sup>th</sup> August, 2025 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 14<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 5 (Five) years with effect from 30<sup>th</sup> August, 2025 to 29<sup>th</sup> August, 2030, not liable to retire by rotation.

**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."

**8. POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) 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 supersession of the Special Resolution passed by shareholders in Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company to create pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties being substantial undertaking as per section 180(1)(a) of the Companies Act, 2013 for the purpose of borrowing any sum of money in foreign currency or Indian Rupees for the purpose of business of the Company from any Bank, Financial Institution, Lending Institutions considered suitable by the board provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 750 Crore (Rupees Seven Hundred Fifty Crore Only) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to negotiate and settle the terms and conditions with the concerned Bank(s)/Financial Institution(s)/Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and to do and perform all such other acts, deeds and things including delegation of all or any of its powers conferred on it by or under this resolution to any Committee of Directors or to any director(s) or any other official of the Company as may be deemed appropriate, necessary, proper, desirable or expedient by the Board to give effect to this resolution".

**9. POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) 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 supersession of the Special Resolution passed by shareholders in Annual General Meeting of the Company held on 27<sup>th</sup> September, 2023 and pursuant to the provisions of Section 180(1)(c) and (2) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereto for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of monies (in foreign currency or Indian rupee) from time to time for the purpose of the business of the Company on such terms and conditions and with or without security from any Bank, Financial Institution or any other lending institutions, firms, bodies corporate or persons, as may be considered suitable by the Board notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 750 (Rupee Seven Hundred Fifty Crore Only).

**NOTICE (Contd.)**

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to negotiate and settle the terms and conditions with the concerned Bank(s)/Financial Institution(s)/Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and to do and perform all such other acts, deeds and things including delegation of all or any of its powers conferred on it by or under this resolution to any Committee of Directors or to any director(s) or any other official of the Company as may be deemed appropriate, necessary, proper, desirable or expedient by the Board to give effect to this 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, 2024 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

| <b>MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL, 2024</b>   |  |   |  |  |  |
|--|--|---|--|--|--|
| <b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>  |  |   |  |  |  |
| <b>NAME OF RELATED PARTIES</b>   | <b>Sale, Purchase or supply of any goods, materials and services</b>                         | <b>Rental Income / Interest Received/ Interest Paid</b> | <b>Leasing of property of any kind/Loan Taken/ Advances Received</b> | <b>Availing or rendering of any services; Advances Given/ Repayment Received</b>             | <b>Appointment of any agent for purchase or sale of goods, materials, services or property</b> |
| Genus Power Infrastructures Limited<br>(Purchase and Sale of Goods and Services and Interest Paid and Loan Taken)  | 1884.89  | 430.59  | -  | -  | -  |
| Kailash Coal and Coke Company Limited<br>(Sale of Goods and Services and Loan Taken)   | 23.24  | -   | 500.00   | -  | -  |
| Yajur Commodities Limited<br>(Advances Received)   | -  | -   | 188.00   | -  | -  |
| Genus Innovation Limited<br>(Purchase and Sale of Goods and Services)  | 43.87  | -   | -  | -  | -  |
| Kailash Vidyut & Ispat Limited<br>(Purchase of Goods and Services)   | 2.35   | -   | -  | -  | -  |
| Kailash Industries Limited<br>(Loan Taken)   | -  | -   | 400.00   | -  | -  |
| Genus Paper and Coke Limited<br>(Repayment Received)   | -  | -   | -  | 500.00   | -  |
| Kailash Enterprises<br>(Purchase of Goods and Services)  | 3.21   | -   | -  | -  | -  |
| Virtuous Infra Limited<br>(Loan Taken)   | -  | -   | 50.00  | -  | -  |
| Ishwar Shanti Sons LLP<br>(Loan Taken)   | -  | -   | 750.00   | -  | -  |
| Kailash Waste Solutions Private Limited<br>(Purchase of Goods and Services)  | 11.64  | -   | -  | -  | -  |
| Ishwar Chand Agarwal<br>(Loan Taken)   | -  | -   | 3700.00  | -  | -  |
| <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   |

**NOTICE (Contd.)**

**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:**

Village Aghwanpur, Kanth Road  
Moradabad-244001  
**CIN: L21098UP2012PLC048300**

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

**Place: Moradabad**  
**Dated: August 30, 2025**

**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 09/2024 dated September 19, 2024 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/2024/167 dated October 07, 2023, the latest being the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 04, 2024 (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 (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 23<sup>rd</sup> September, 2025 to 29<sup>th</sup> September, 2025 (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, 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.

**NOTICE (Contd.)**

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. **Information about the appointees as per the requirement of SS-2 on General Meeting issued by the Institute of the Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

As required under Listing Regulations and Secretarial Standard-2, the particulars of directors who are proposed to be appointed/re-appointed, during the year under review are furnished below:

| Name of Director  | Ishwar Chand Agarwal   | Sanjay Kumar Agarwal  | Rekha Srivastava  | Meghna Kapoor  |
|---|--|---|---|--|
| Designation   | Non-Executive Director   | Whole Time Director   | Non-Executive, Independent Director   | Non-Executive, Independent Director  |
| DIN   | 00011152   | 11238645  | 09679039  | 11268221   |
| Date of Birth   | 19/04/1950   | 01/08/1975  | 27/08/1957  | 27/05/1983   |
| Date of First Appointment   | 11/01/2012   | 12/08/2025  | 10/08/2022  | 30/08/2025   |
| Qualification   | Bachelor of Commerce   | Chartered Accountant, B.Com   | Master of Science (Botany)  | Bachelor of Arts   |
| Experience (including expertise in specific functional area)/Brief Resume | More than five decades of experience across various industries such as power, paper, coal and coke, apparels and agri-commodities, with special domain in power infrastructure field. He is an expert in industrial leadership and succession planning and proficient in formulating strategies for expansion and growth. Possessing a visionary mindset, he can rapidly and effectively implement strategies for change to address future challenges. He is adept at assessing contentious issues from a legal perspective and evaluating the associated risks. | Fellow Member of the Institute of Chartered Accountants of India (ICAI), having more than 24 years of rich experience in the field of Accounts, Finance, Taxation (Direct & Indirect) and Corporate Governance. He has been associated with the Company since 2004 and presently he is working as Chief Financial Officer (CFO) of the Company since 2014. His leadership skills shall bring valuable insights and strength to the Board. | Having a post graduate degree of M.Sc (Botany) from AMU University, Aligarh in first Division and position in the University and also done one year course of teaching from Delhi and has taught in different cities such as Indore, Bhopal, Lucknow, Moradabad and New Delhi.                    | Having a graduate degree of B.A from Delhi University, Diploma in Textile Designing from YWCA Delhi, and working as advisor for Export promotion at SAR DESIGNS, one of the finest handicraft manufacturing firm in the city of Moradabad. |
| Terms and Conditions Appointment/ Reappointment                           | Appointment as Non-Executive, Non-Independent Chairman w.e.f. January 11, 2012.  | Appointed with effect from August 12, 2025 as an Executive Director for a period of three years from August 12, 2025 to August 11, 2028, subject to the approval of shareholders of the Company.  | Appointed with effect from September 27, 2022 as an Independent Director for a term of three years. The Board has recommended to re-appoint for a further term of 5 (five) Years, with effect from August 10, 2025 up to August 09, 2030, subject to the approval of shareholders of the Company. | Appointed as an Independent Director for a period of 5 (five) consecutive years, with effect from August 12, 2025 up to August 11, 2030, subject to the approval of shareholders of the Company.   |
| Shareholding in Genus Paper & Boards Limited                              | 8194447  | NIL   | NIL   | NIL  |



**NOTICE (Contd.)**

|   |  |  |   |   |
|---|--|--|---|---|
| Number of meetings of the Board attended during the year  | 01   | NA   | 03  | NA  |
| Directorships in other Listed entities  | 1. Genus Power Infrastructures Limited   | NIL  | NIL   | NIL   |
| Listed entities from which the person has resigned in the past three years  | NA   | NA   | NA  | NA  |
| Chairman/ Member of the Committee of the Board of Directors of the Company (includes only Audit Committee and Stakeholder Relationship Committee) | NIL  | NIL  | Genus Paper & Boards Limited<br>-Audit Committee (Member)<br>-Stakeholder's Relationship Committee (Member)                     | NIL   |
| Relationship with other Directors and KMP   | Father of Mr. Kailash Chand Agarwal, Managing Director & CEO 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  |
| Past Remuneration   | NA   | NA   | NA  | NA  |
| Confirmation pursuant to Circular dated 20.06.2018 issued by BSE and NSE, respectively  | It is confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority. | It is confirmed that he is not debarred from holding the office of director by virtue of any SEBI Order or any such authority. | It is confirmed that she is not debarred from holding the office of director by virtue of any SEBI Order or any such authority. | It is confirmed that she is not debarred from holding the office of director by virtue of any SEBI Order or any such authority. |

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 and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address 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:
- 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
  - 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) 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'. In case of any queries, for registering email address, Members may write to 'nichetechpl@nichetechpl.com' and '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 22, 2025. 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 22, 2025 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' with a copy marked to 'helpdesk.evoting@cdslindia.com'.

**NOTICE (Contd.)**

- 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

- 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, 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.

The instructions for Members for e-voting and joining virtual meeting are as under:

- (i) The voting period begins on Friday, September 26, 2025 at 9:00 am (IST) and ends on Sunday, September 28, 2025 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 22, 2025 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.

**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 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. |



**NOTICE (Contd.)**

|   |   |
|---|---|
|   | <p>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 &amp; 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> <p>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 &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>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.nsdl.com">https://eservices.nsdl.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 re-directed 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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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) | <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 or joining virtual meeting &amp; voting during the meeting.</p>   |

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.**

**NOTICE (Contd.)**

- (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.
  - (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: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.

**NOTICE (Contd.)**

- 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' 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.
  - 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.
- (I) 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.
- (II) 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](mailto: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 29, 2025.

**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. 3 to 10 of the accompanying Notice:**

**ITEM NO. 03**

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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2026.

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. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 3 of the accompanying Notice for the approval of the Members.

**ITEM NO. 04**

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a Practicing Company Secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the Meeting of the Board.

SEBI vide its notification dated December 12, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company. As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

The member of the Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

The Board of Directors on the basis of the recommendation of the Audit Committee at its meeting held on May 28, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/s. Gaurav Gupta & Associates, Company Secretaries, (Peer Review Number: S2008UP790300), as Secretarial Auditors of the Company at the ensuing 14<sup>th</sup> Annual General Meeting for a term of 5 consecutive years, to conduct Secretarial Audit of Company for five consecutive financial years respectively from FY 2025-26 to FY 2029-30 ("the term") and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

M/s. Gaurav Gupta & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circular.

**Brief profile of M/s. Gaurav Gupta & Associates, Company Secretaries**

M/s Gaurav Gupta & Associates, Company Secretaries, a Peer Reviewed (Peer Review No.: S2008UP790300) Proprietorship Firm, a very eminent corporate consultant having more than 21+ years' experience of rendering professional services to several eminent companies including Central PSUs and Banks. Proficient in conducting secretarial audits in accordance with the Companies Act, 2013, and SEBI regulations, ensuring strict adherence to statutory and regulatory requirements and many more.

**Other Disclosures:**

Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received the consent, eligibility certificate and a valid Peer Review Certificate from M/s. Gaurav Gupta & Associates. The Board after taking into account the qualification, experience and various other factors such as independence, technical skills, audit team, audit quality reports, etc. along with the eligibility and consent certificates was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company. Further the qualification and experience of M/s. Gaurav Gupta & Associates, commensurates with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration/fee to be paid to the Secretarial Auditor for conducting Secretarial Audit may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time. In addition to the remuneration/fee for the Audit, the Secretarial Auditor shall be entitled to receive the fee for other non-audit services which are permitted along with the out-of-pocket expenses as may be incurred by them during the course of the Audit or providing other permissible non-audit services.

**NOTICE (Contd.)**

On the recommendation of the Audit Committee and the Board of Directors, the proposed fees payable to the Firm as Secretarial Audit shall be Rs. 75,000 per annum (Rupees Seventy-Five Thousand Only). The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for appointment of Secretarial Auditors for five consecutive financial years respectively from FY 2025-26 to FY 2029-30.

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 appointment of Mr. Sanjay Kumar Agarwal as Whole Time Director (designated as Executive Director) for a period of 3 years with effect from August 12, 2025, 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. Sanjay Kumar Agarwal are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment of Mr. Sanjay Kumar Agarwal 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 August 12, 2025
- ii) **Salary (incl. other allowances):** Rs. 217354/- per month
- iii) **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.
- iv) **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Sanjay Kumar Agarwal shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- v) 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. Sanjay Kumar Agarwal shall be liable to determination by retirement of directors by rotation. If Mr. Sanjay Kumar Agarwal is appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as Executive Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as Executive Director.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the appointment of Mr. Sanjay Kumar Agarwal as Whole Time Director, for a period of three years commencing from August 12, 2025 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. Sanjay Kumar Agarwal is appropriate and in the best interest of the Company.

Except Mr. Sanjay Kumar Agarwal 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.

**ITEM NO. 06**

It was informed that Mrs. Rekha Srivastava (DIN: 09679039) was appointed as an Independent Non-Executive Director of the Company by the members at the 11<sup>th</sup> Annual General Meeting of the Company held on September 27, 2022 for a consecutive term of Three years commencing from August 10, 2022 to August 09, 2025.

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, Mrs. Rekha Srivastava, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from August 10, 2025 up to August 09, 2030.

The Company has received declaration from her stating that she 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. She 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, Mrs. Rekha Srivastava 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 her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management.



**NOTICE (Contd.)**

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Rekha Srivastava as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mrs. Rekha Srivastava as an Independent Director for another term of five consecutive years with effect from August 10, 2025 up to August 09, 2030, for the approval of the Members of the Company.

Except Mrs. Rekha Srivastava being an appointee and her 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. 6 of the accompanying Notice of the AGM.

**ITEM NO. 07**

It is informed that Mrs. Meghna Kapoor (DIN-11268221) was appointed as an Additional Director of the Company with effect from August 30, 2025, to comply with the provisions of Section 149 of Companies Act, 2013 ("the Act") and in terms of Section 161 of the Act, she will hold office up to the date of the ensuing Annual General Meeting.

It is further informed that the Board of Directors of the Company recommended her appointment as an Independent Non-Executive Director for a consecutive term of 5 (Five) years with effect from August 30, 2025 to August 29, 2030 not liable to retire by rotation, in its meeting held on August 30, 2025.

It is further informed that Mrs. Meghna Kapoor (DIN-11268221), aged 42 years, is, Bachelor of Arts from Delhi University and Diploma in Textile Designing from YWCA Delhi by qualification, working as an advisor for Export Promotion at SAR DESIGNS, one of the finest handicraft manufacturing firm situated in the city of Moradabad.

It is further informed that the Company has received from Mrs. Meghna Kapoor

- (I) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (II) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that She is not disqualified under sub-section (2) of Section 164 of the Act, and
- (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 Mrs. Meghna Kapoor (DIN-11268221) as an Independent Non-Executive Director of the Company for a consecutive term of 5 (Five) years with effect from August 30, 2025 to August 29, 2030.

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. 7 of the Notice.

**ITEM NO. 8**

The corresponding Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) over and above the paid up capital of the Company and its free reserves from time to time on behalf of the Company only with the consent of the Company by a special resolution.

Further, the Chairman informed that as per section 180(1)(a) of the Companies Act 2013, it is stipulated that a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Company is/has mortgaged the immovable property (Land) to the consortium of lenders for borrowings not exceeding Rs. 750 Crores. The value of immovable property of that company is covered within the meaning of substantial undertaking as per the aforesaid section; therefore, the special resolution is proposed to be adopted by the consent of members in the ensuing annual general meeting of the Company.

Therefore, having regard to extension of the mortgage and hypothecation of the assets and properties of the Company for the monies borrowed or to be borrowed by the Company, it is necessary to confer upon the board the power to do so. Therefore, an enabling resolution being proposed at item No. 8 to be passed as special resolution. It is pertinent to mention here that this resolution is not intended to be passed for the purpose of sale of any of the undertaking but for the purpose of mortgage and hypothecation the property of the Company.

Accordingly, the Board recommends passing of the Special Resolution set out in Item No. 8 of the accompanying Notice in relation to the borrowing monies, for the approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

None of the other Company is interested in the said Special Resolution.

**ITEM NO. 9**

At the Annual General Meeting of the Company held on September 27, 2023, the Members had, by way of passing Special Resolution, authorized the Board of Directors:

- (i) To borrow monies upto Rs. 600 crores under section 180(1)(c) of the Companies Act, 2013; and
- (ii) To secure the same by creating a mortgage or charge or hypothecation on all or any of movable and/or immovable properties and assets of the company, regarded as disposal of the company's undertakings under section 180(1)(c) of the Companies Act, 2013;



**NOTICE (Contd.)**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits from Rs. 600 crores to Rs. 750 crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased from Rs. 600 crores to Rs. 750 crores for the Company.

Hence, the Special Resolution at Item No. 9 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1) (a) & 180(1)(c) of the Act. The Directors recommend the Special Resolution as set out at Item No. 9 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**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 2024-25 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.

| <b>MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL, 2024</b>                              |  |   |   |  |  |
|---|--|---|---|--|--|
| <b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>   |  |   |   |  |  |
| <b>NAME OF RELATED PARTIES</b>  | <b>Sale, Purchase or supply of any goods, materials and services</b> | <b>Rental Income / Interest Received/ Interest Paid</b> | <b>Leasing of property of any kind/Loan Taken/Advances Received</b> | <b>Availing or rendering of any services; Advances Given/ Repayment Received</b> | <b>Appointment of any agent for purchase or sale of goods, materials, services or property</b> |
| <b>Genus Power Infrastructures Limited (Purchase and Sale of Goods and Services and Interest Paid and Loan Taken)</b> | 1884.89  | 430.59  | -   | -  | -  |
| <b>Kailash Coal and Coke Company Limited (Sale of Goods and Services and Loan Taken)</b>                              | 23.24  | -   | 500.00  | -  | -  |
| <b>Yajur Commodities Limited (Advances Received)</b>  | -  | -   | 188.00  | -  | -  |
| <b>Genus Innovation Limited (Purchase and Sale of Goods and Services)</b>   | 43.87  | -   | -   | -  | -  |
| <b>Kailash Vidyut &amp; Ispat Limited (Purchase of Goods and Services)</b>  | 2.35   | -   | -   | -  | -  |
| <b>Kailash Industries Limited (Loan Taken)</b>  | -  | -   | 400.00  | -  | -  |

**NOTICE (Contd.)**

|  |   |   |         |   |   |
|--|---|---|---------|---|---|
| Genus Paper and Coke Limited<br>(Repayment Received)   | -   | - | -       | 500.00  | -   |
| Kailash Enterprises<br>(Purchase of Goods and Services)  | 3.21  | - | -       | -   | -   |
| Virtuous Infra Limited<br>(Loan Taken)   | -   | - | 50.00   | -   | -   |
| Ishwar Shanti Sons LLP<br>(Loan Taken)   | -   | - | 750.00  | -   | -   |
| Kailash Waste Solutions Private Limited<br>(Purchase of Goods and Services)  | 11.64   | - | -       | -   | -   |
| Ishwar Chand Agarwal<br>(Loan Taken)   | -   | - | 3700.00 | -   | -   |
| <b>DIRECTORS / KMPs / RELATIVES OF<br/>DIRECTORS AND KMPs /OTHER FIRMS AND<br/>COMPANIES in which directors have some<br/>interest as per provisions of Section 2(76) of<br/>the Companies Act, 2013</b> | On actual basis,<br>exempted being<br>in the ordinary<br>course of business<br>and on arm's<br>length basis | - | -       | On actual basis,<br>exempted being<br>in the ordinary<br>course of<br>business and on<br>arm's length basis | On actual basis,<br>exempted being<br>in the ordinary<br>course of<br>business and on<br>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, and Mr. Kailash Chandra 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 other Specialty Papers.  |
| 2.  | Date of commencement of commercial production   | The Company was incorporated on 11th January, 2012 and the Certificate of Commencement of Business was dated 13th January, 2012.  |
| 3.  | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | Not Applicable.   |
| 4.  | Financial performance based on given indicators   | The details of financial performance of the Company for the years 2023-24 and 2024-25 are provided in the Annual Report 2025 which accompanies the Notice.  |
| 5.  | Foreign investments or collaborators, if any  | The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuance of securities/secondary market purchase. |
| II. |   | INFORMATION ABOUT THE APPOINTEE:  |

**NOTICE (Contd.)**

|  |      |   |  |
|--|------|---|--|
|  | A.1. | Background details  | <ul style="list-style-type: none"> <li>Name : <b>Mr. Ishwar Chand Agarwal</b></li> <li>Designation : Non-Executive Director</li> <li>Age : 75 Years</li> </ul> <p>Mr. Ishwar Chand Agarwal is the founder promoter of progressive and reputed Kailash Group, having enriched experience of more than four decades in diverse fields &amp; businesses with special attention on strategic planning, business diversification and development.</p> <p>He is also having rich and specialized experience in varied businesses such as Power, Electronics, Coke, Coal, Sugar, Finance, Leasing, Cement, Paper, Agro processing, 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   | Nil  |
|  | 4.   | Job profile and his suitability   | Mr. Ishwar Chand Agarwal is the founder promoter of progressive and reputed Kailash Group, having enriched experience of more than four decades in diverse fields & businesses with special attention on strategic planning, business diversification and development. <p>He is also having rich and specialized experience in varied businesses such as Power, Electronics, Coke, Coal, Sugar, Finance, Leasing, Cement, Paper, Agro processing etc.</p>  |
|  | 5.   | Remuneration proposed   | Nil  |
|  | 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) | Nil  |
|  | 7.   | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any   | He is the Promoter Chairman of the Company and holds 8194447 (3.187%) shares of Rs. 1/- each face value.<br>Mr. Kailash Chandra Agarwal (DIN: 00895365), Managing Director & CEO of the Company is the son of Mr. Ishwar Chand Agarwal.  |
|  | B.1. | Background details  | <ul style="list-style-type: none"> <li>Name : <b>Mr. Sanjay Kumar Agarwal</b></li> <li>Designation : Executive Director</li> <li>Age : 50 Years</li> </ul> <p>Mr. Sanjay Kumar Agarwal is appointed as an Additional Director of the Company on August 12, 2025. He has a very rich experience in the field of Accounts, Finance, Taxation (Direct &amp; Indirect) and Corporate Governance.</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. Sanjay Kumar Agarwal is the Whole Time Director of the Company. He devotes full time and attention to the business of the Company as may be necessary and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. He has such powers and carries out such duties and responsibilities as may be entrusted by the Board from time to time. <p>Presently, he is working as Chief Financial Officer (CFO) of the Company since 2014. 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) | Mr. Sanjay Kumar Agarwal carries vast and enriched experience in the financial areas of the Company.<br>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.  |

## NOTICE (Contd.)

|  |      |   |   |
|--|------|---|---|
|  | 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. Sanjay Kumar Agarwal.   |
|  | C.1. | Background details  | <ul style="list-style-type: none"> <li>Name : <b>Mrs. Rekha Srivastava</b></li> <li>Designation : Non-Executive Independent Director</li> <li>Age : 68 Years</li> </ul> <p>Mrs. Rekha Srivastava was appointed as Director of the Company on August 10, 2022. She has very rich experience and skills in the field of education.</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   | <p>Mrs. Rekha Srivastava is the Non-Executive Independent Director of the Company.</p> <p>She pays attention to the business of the Company as may be necessary, subject to the superintendence, control and supervision of the Board. She 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 her 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   | 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 Mrs. Rekha Srivastava.  |
|  | D.1  | Background details  | <ul style="list-style-type: none"> <li>Name : <b>Mrs. Meghna Kapoor</b></li> <li>Designation : Independent Non-Executive Director</li> <li>Age : 42 Years</li> </ul> <p>Mrs. Meghna Kapoor is appointed as Director of the Company on August 30, 2025. She has rich experience in the field of handicraft manufacturing 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   | NA  |
|  | 4.   | Job profile and his suitability   | <p>Mrs. Meghna Kapoor is the Non-Executive Independent Director of the Company.</p> <p>She pays attention to the business of the Company as may be necessary, subject to the superintendence, control and supervision of the Board. She 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 her 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   | 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.  |

**NOTICE (Contd.)**

|     |    |   |   |
|-----|----|---|---|
|     | 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 Mrs. Meghna Kapoor. |
| IV. |    | Disclosure  |   |
|     | 1. | The information, as required, is provided under Corporate Governance Section of the Annual Report, 2025.              |   |

**Registered Office:**

Village Aghwanpur, Kanth Road

Moradabad-244001

**CIN: L21098UP2012PLC048300**

For and on behalf of Board of Directors

**For Genus Paper & Boards Limited**

**Place: Moradabad**

**Dated: August 30, 2025**

**Kailash Chandra Agarwal**

Managing Director & CEO

DIN-00895365