

**NOTICE**

Notice is hereby given that the 11<sup>th</sup> Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Tuesday, 27<sup>th</sup> September, 2022** at **11.30 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**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, 2022, 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. RE-APPOINTMENT OF MR. AKHILESH KUMAR MAHESHWARI AS EXECUTIVE WHOLE TIME DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr. Akhilesh Kumar Maheshwari (DIN No. 00062645) 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. Akhilesh Kumar Maheshwari shall be the Key Managerial Personnel of the Company w.e.f. 01<sup>st</sup> March, 2022 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. Akhilesh Kumar Maheshwari.

**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. Akhilesh Kumar Maheshwari 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. Akhilesh Kumar Maheshwari 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."

**4. APPOINTMENT OF MRS. REKHA SRIVASTAVA AS AN INDEPENDENT NON EXECUTIVE WOMAN 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rekha Srivastava (DIN: 09679039) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 10<sup>th</sup> August, 2022 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 11<sup>th</sup> Annual General Meeting, be and is hereby appointed as a Independent Non Executive Woman Director of the Company for a consecutive term of 3 (three) years with effect from 10<sup>th</sup> August, 2022 to 09<sup>th</sup> August, 2025 not liable to retire by rotation."

**5. PAYMENT OF SITTING FEES TO THE INDEPENDENT DIRECTORS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of section 149(9) & 197(5) and any other applicable provisions of the Companies Act, 2013 ("Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the shareholders of the company be and is hereby accorded for payment of sitting fees to the Independent Directors of the Company amounting Rs.10,000/- each, for every meeting of the Board attended by them of the Company for the FY 2021-22 and onwards.

**RESOLVED FURTHER THAT** the above sitting fees shall be payable to the Independent Director(s) for attending the meetings of the board thereof or for any other purpose whatsoever as may be decided by the board of directors and reimbursement of expenses for participation in the board meetings.

**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."

**NOTICE (Contd.)**
**6. 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), consent of the 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, 2021 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, 2021</b>					
	<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>				
	Sale, Purchase or supply of any goods, materials and services	Rental Income / Interest Received	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
<b>NAME OF RELATED PARTIES</b>					
<b>COMPANIES</b>					
Genus Power Infrastructures Ltd	264.30	-	-	-	-
Kailash Coal and Coke Company Limited <b>(Purchase of Goods and Services)</b>	338.44	-	-	-	-
Kailash Coal and Coke Company Limited <b>(Sale of Goods and Services)</b>	46.20	-	-	-	-
Genus Apparels Limited	7.04	-	-	-	-
Genus Innovation Limited	35.60	-	-	-	-
Kailash Vidyut & Ispat Limited <b>(Rental Income)</b>	-	0.60	-	-	-
Yajur Commodities Limited <b>(Interest Received)</b>	-	14.81	-	-	-
<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

**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 the this resolution."

**Registered Office :-**

Vill. Aghwanpur, Kanth Road, Moradabad-244001  
 CIN : L21098UP2012PLC048300

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

**Place : Moradabad**  
**Dated : 10<sup>th</sup> August, 2022**

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

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

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 2/2022 dated May 5, 2022 read with the General Circulars dated January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act, the SEBI LODR Regulations and MCA circulars, the AGM of the Company is being held through VC/OAVM.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, (the "Act") which sets out details relating to special business to be transacted at this annual general meeting, is annexed hereto.
3. The Register of Member and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September, 2022 to 27<sup>th</sup> September, 2022 (both days inclusive) in connection with the Annual General Meeting.
4. 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 pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the "Annexure" to the Notice.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [pcskomalahuja@gmail.com](mailto:pcskomalahuja@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. As per the provisions of Section 72 of the Act, the facility for making nomination 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. The form can be downloaded from the Company's website at [www.genuspaper.com](http://www.genuspaper.com). 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.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company in advance through email on [cs@genuspaper.com](mailto:cs@genuspaper.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
11. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. '[cs@genuspaper.com](mailto:cs@genuspaper.com)', exclusively for the purpose of registering complaints by investors.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the 11th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website: <https://www.genuspaper.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).  
However, the Company shall send a hard copy of the Notice of 11th AGM along with Annual Report 2021-22 to those Shareholders who request for the same. Shareholders who require a hard copy of the 11th AGM Notice and Annual Report may send their requests to the E-mail ID: [cs@genuspaper.com](mailto:cs@genuspaper.com).
13. All documents referred to in the Notice will also 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](mailto:cs@genuspaper.com)'.
14. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

Name of Director	Ishwar Chand Agarwal	Akhilesh Kumar Maheshwari	Rekha Srivastava
Director Identification Number	00011152	00062645	09679039
Date of Birth	19/04/1950	20/08/1964	27/08/1957
Date of First Appointment	11/01/2012	01/03/2021	10/08/2022
Qualification	Bachelor of Commerce	Insolvency Professional (IP), FCA, ACS, SAP (FICO)	Post Graduate degree of M. Sc (Botany)

**NOTICE (Contd.)**

<b>Expertise in specified functional area</b>	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. Having rich and specialized experience in varied businesses such as Power, Electronics, Coke, Coal, Sugar, Finance, Leasing, Cement, Paper, Agro processing etc.	Having rich experience as Whole Time Director/ Independent Director/ Director (Finance)/ CFO/ GM Finance/ Company Secretary for about 36 years (in leading business houses such as Bajaj Group, Wave Group, Thapar Group, Indiabulls Power, Jindal Group, Gulshan Group etc) in entire gamut of Business Operations including Fund Raising (Debt/ IPO/ Private Equity), P&L Management, Strategic Financial Planning & Analysis, Credit & Risk Management, Business Alliances, Forecasting, Process Improvements, Operation Excellence, Management Reporting, Accounts, Audit, Taxation, Company Secretarial & Legal Compliance and allied Activities.	Having 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.
<b>Shareholding in Genus Paper &amp; Boards Limited</b>	8194447	30500	Nil
<b>List of outside Directorship held excluding Alternate Directorship and Private Companies.</b>	1. Genus Power Infrastructures Limited 2. Virtuous Mining Limited 3. Greentech Mega Food Park Limited 4. Kailash Industries Limited 5 Yajur Commodities Limited 6 Genus International Commodities Limited	1. Gulshan Polyols Limited	Nil
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Nil	Nil	Nil
<b>Relationship with other Directors and KMP</b>	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

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
17. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
18. The Meeting shall be deemed to be held at the registered office of the Company at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh- 244001.
19. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.
20. Voting Options

**REMOTE E-VOTING THROUGH ELECTRONIC MEANS**
**1) The instructions for shareholders for remote e-voting are as under**

- (i) The remote e-voting period begins on 24<sup>th</sup> September, 2022 at 9.00 am and ends on 26<sup>th</sup> September, 2022 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. 20<sup>th</sup> September 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- (iii) Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Enter their 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.
- (vi) Next enter the Image Verification as displayed and click on "Login".
- (vii) Shareholders holding shares in dematerialised form and having used [www.evotingindia.com](http://www.evotingindia.com) earlier and having voted on an earlier e-voting of any company, may use their existing password.

**NOTICE (Contd.)**

- (viii) First time users may follow the steps given below:

<b>For Shareholders holding shares in Dematerialised Form or Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for GENUS PAPER & BOARDS LIMITED.
- (xiii) On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
- (xiv) Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
- (xv) After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.
- (xvi) Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
- (xvii) They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

**2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice.**

- (i) For shareholders holding shares in physical form - 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's email ID at [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) respectively.
- (ii) For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) 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.
- (iv) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL 16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) respectively.
- (v) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**

- Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.

**NOTICE (Contd.)**

5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email ID, mobile number at [cs@genuspaper.com](mailto:cs@genuspaper.com).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING**

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

4. 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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.</li> </ol>

**NOTICE (Contd.)**

	<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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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 as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

**NOTICE (Contd.)**

- (xi) 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.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) 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.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xvi) 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.
6. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
7. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- I. 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.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. 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.
- IV. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- V. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address [pcskomalahuja@gmail.com](mailto:pcskomalahuja@gmail.com) and [cs@genuspaper.com](mailto:cs@genuspaper.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**OTHER INSTRUCTIONS**

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com)
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2022 may obtain the login ID and password by sending an email to [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Ms. Komal, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi, ACS No.48168, CP No.17597), of Delhi has been appointed as Scrutinizer to scrutinize the e-voting process and voting at the venue of the AGM in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours 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.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.genuspaper.com>. And on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.



**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 6 of the accompanying Notice:

**ITEM NO. 3**

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Akhilesh Kumar Maheshwari as the Executive Whole Time Director for a period of 3 years with effect from March 01, 2022, subject to the approval of members of the Company.

Brief particulars of Mr. Akhilesh Kumar Maheshwari are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment of Mr. Akhilesh Kumar Maheshwari as the Whole Time Director and the remuneration structure are given below:

- 1)- **Tenure of the office:** For a period of 3(Three) years effective from March 01, 2022.
- 2)- **Basic Salary:** Rs. 1,91,667/- per month
- 3)- **House Rent Allowance (HRA):** Rs. 95,833/- per month
- 4)- **Other Allowance:** Rs. 46,697/- per month
- 5)- **Reimbursement Allowance:** Rs. 15000/- per month
- 6)- **Company's Contribution to Gratuity/Provident Fund / Bonus/Superannuation fund / Annuity Fund, if any:** The Company shall contribute to the Gratuity/ Provident fund/ Bonus/ Superannuation fund/ Annuity fund in accordance with the rules and regulations of the Company.
- 7)- **Perquisites & Allowances:** Perquisites & Allowances, if any, shall be as per company policy and rules.  
**Explanation:** Perquisites, if any shall be evaluated as per income tax rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
- 8)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Mr. Akhilesh Kumar Maheshwari shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- 9). 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 time to time.
- 10). He shall be liable to retire by rotation during his tenure as Whole Time Director of the Company in terms of the provisions of Articles of Association of the Company.

Accordingly, in order to comply with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the re-appointment of Mr. Akhilesh Kumar Maheshwari as Whole Time Director, for a period of three years commencing from March 01, 2022 as set out in the Resolution at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at item no. 3 of the accompanying Notice for the approval of the Members. The re-appointment of Mr. Akhilesh Kumar Maheshwari is appropriate and in the best interest of the Company.

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. 3, except to the extent of their shareholding in the Company, if any.

**ITEM NO. 4**

It is informed that Mrs. Rekha Srivastava (DIN-09679039) was appointed as an Additional Director of the Company with effect from 10<sup>th</sup> August, 2022, 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 Woman Director for a consecutive term of 3 (three) years with effect from 10<sup>th</sup> August, 2022 to 09<sup>th</sup> August, 2025 not liable to retire by rotation, in its meeting held on 10<sup>th</sup> August, 2022.

It is further informed that Mrs. Rekha Srivastava (DIN-09679039), 65, is a Post-Graduate and having rich experience in teaching with strong background in education field.

It is further informed that the Company has received from Mrs. Rekha Srivastava (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 (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. Rekha Srivastava (DIN-09679039) as an Independent Non Executive Woman Director of the Company for a consecutive term of 3 (three) years with effect from 10<sup>th</sup> August, 2022 to 09<sup>th</sup> August, 2025.

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.

**NOTICE (Contd.)**

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the Shareholders.

No director, Key managerial personnel or their relatives, except Mrs. Rekha Srivastava, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special Resolution as set out at item No. 4 for approval by the Shareholders

**ITEM NO. 5**

With the enhanced corporate governance requirements under the Act and the Listing Regulations coupled with the size, complexity and global operations of the company, the role and responsibilities of the board, particularly independent directors has become more onerous, requiring greater time commitments, attention and a higher level of oversight. In view of the above and as per recommendation of the nomination and remuneration committee, the board at its meeting held on 13<sup>th</sup> November, 2021 approved payment of sitting fees to Independent Director of the Company amounting Rs. 10,000/- each, for every meeting of the Board attended by them of the Company for the FY 2021-22 and onwards. Regulation 17(6) of the Listing Regulations authorises the board to recommend the sitting fees to the independent directors of the Company, if any, paid to non-executive directors, including independent directors and the same would require approval of members in general meeting.

The above sitting fees shall be payable to the Independent Director(s) for attending the meetings of the board thereof or for any other purpose whatsoever as may be decided by the board of directors and reimbursement of expenses for participation in the board meetings.

The board recommends the ordinary resolution set out at agenda item no. 5 of the notice for approval by the shareholders. Accordingly, shareholders' approval is sought by way of an ordinary resolution for payment of sitting fees to the independent directors as set out in the said resolution.

None of the directors and key managerial personnel of the company including their relatives (except the non-executive directors, to the extent of the sitting fees that may be received by them) are concerned or interested, financially or otherwise in the resolution mentioned at agenda item no.5 of the accompanying notice of the 11th AGM.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Shareholders.

**ITEM NO. 6**

**Transaction with Related Party under Section 188 of the Companies Act, 2013**

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 2021-22 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>PARTICULARS OF TRANASCTION ENTERED OR PROPOSED TO BE ENTERED FOR APPROVAL U/S 188 OF THE COMPANIES ACT, 2013</b>					
<b>MAXIMUM VALUE OF CONTRACT /TRANASACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL, 2021</b>					
<b>(Rs. in Lacs)</b>					
	<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>				
	Sale, Purchase or supply of any goods, materials and services	Rental Income/ Interest Received	Leasing of property of any kind	Availing or rendering of any services;	Appointment of any agent for purchase or sale of goods, materials, services or property
<b>NAME and NATURE OF RELATIONSHIP WITH RELATED PARTIES :-</b>					
<b>COMPANIES :-</b>					
<b>Genus Power Infrastructures Limited</b> Promoter Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	264.30	-	-	-	-

**NOTICE (Contd.)**

<b>Kailash Coal &amp; Coke Co Limited (Purchase of Goods and Services)</b> Promoter Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	338.44	-	-	-	-
<b>Kailash Coal &amp; Coke Co Limited (Sale of Goods and Services)</b> Promoter Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	46.20				
<b>Genus Apparels Limited</b> Group Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	7.04	-	-	-	-
<b>Genus Innovation Limited</b> Promoter Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	35.60				
<b>Kailash Vidyut &amp; Ispat Limited (Rental Income)</b> Promoter Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	-	0.60	-	-	-
<b>Yajur Commodities Limited (Interest Received)</b> Group Company (shareholding interest of promoters/directors/ KMPs/their relatives u/s 102 of the Companies Act, 2013)	-	14.81	-	-	-
<b>DIRECTORS / KMPs / RELATIVES OF DIRECTORS AND KMPs / OTHER FIRMS AND COMPANIES in which directors have some interest as per provisions of section 2(76) of the Companies Act, 2013</b>	On actual basis, Exempted being in the ordinary course of business and on arm's length basis	-	-	On actual basis, Exempted being in the ordinary course of business and on arm's length basis	On actual basis, Exempted being in the ordinary course of business and on arm's length basis

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

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

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

The Board recommends the Special Resolution set out at Item No.6 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 and Duplex Board
2.	Date of commencement of commercial production	The Company was incorporated on 11 <sup>th</sup> January, 2012 and the Certificate of Commencement of Business was dated 13 <sup>th</sup> January, 2012.
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.

**NOTICE (Contd.)**

4.	Financial performance based on given indicators	The details of financial performance of the company for the years 2020-21 and 2021-22 are provided in the Annual Report 2022 which accompanies the Notice.
5.	Foreign investments or collaborators, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the company. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on account of past issuance of securities /secondary market purchase.
<b>II. INFORMATION ABOUT THE APPOINTEE:</b>		
<b>A.1.</b>	Background details	Name : Mr. Ishwar Chand Agarwal Designation : Chairman Age : 72 Years 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. 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.
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. 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.
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 (3.18%) shares of Rs. 1/- each face value. Mr. Kailash Chandra Agarwal (DIN: 00896365), Managing Director & CEO of the Company is the son of Mr. Ishwar Chand Agarwal.
<b>B.1.</b>	Background details	Name : Mr. Akhilesh Kumar Maheshwari Designation : Executive Director Age : 58 Years Mr. Akhilesh Kumar Maheshwari was appointed as a Whole Time Director of the Company on 01.03.2021. He has very rich experience in the financial business management with a strong background in financial arenas.
2.	Recognition or awards	The Company has always made continuous efforts to achieve quality and efficiency in each of its operations. The Company belongs to a very reputed and diversified 'Kailash Group Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	During the financial year 2021-22, a sum of Rs. 42,86,364/- was paid as remuneration.
4.	Job profile and his suitability	Mr. Akhilesh Kumar Maheshwari is the Whole Time Director of the Company. He pays attention to the financial areas of the business of the Company as may be necessary, subject to the superintendence, control and supervision of the Board. He has such powers and carries out such duties and responsibilities as may be entrusted by the Board time to time. The Board believes that his guidance and leadership will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.
5.	Remuneration proposed	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)	Details of proposed remuneration are presented above.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	There is no pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.
<b>C.1</b>	Background details	Name : Mrs. Rekha Srivastava Designation : Non Executive Independent Woman Director Age : 65 Years Mrs. Rekha Srivastava was appointed as an Additional Director of the Company on 10 <sup>th</sup> August, 2022. She has a very rich experience and skills in the field of education.

**NOTICE (Contd.)**

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 her suitability	Mrs. Rekha Srivastava is the Additional Non Executive Independent Woman Director of the Company. 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. 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.
5.	Remuneration proposed	No such remuneration shall be paid to the non executive directors 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 directors 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.
<b>IV.</b>	<b>Disclosure</b>	
1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2022.	

None of the Directors, key managerial personnel or their relatives is concerned or interested in the said resolution.

The Board recommends the Special/Ordinary Resolution set out at Item No.3 to Item No. 6 of the Notice for approval by Shareholders.

**Registered Office**

Vill. Aghwanpur, Kanth Road, Moradabad-244001  
CIN : L21098UP2012PLC048300

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

**Place : Moradabad**

**Dated : 10<sup>th</sup> August, 2022**

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