



Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

Genus
energizing lives

March 21, 2025

BSE Limited (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	National Stock Exchange of India Ltd. (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER
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Sub: Scrutinizer's Report- Postal Ballot Notice dated February 12, 2025

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith the Scrutinizer's Report on the e-voting with regard to the Notice of Postal Ballot dated February 12, 2025.

The said resolutions have been passed with more than requisite majority on March 20, 2025 (the last date of e-voting).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary

Encl. as above

REPORT OF SCRUTINIZER

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22
of the
Companies (Management and Administration) Rules, 2014, as amended]**

To,
The Chairman
Genus Paper & Boards Limited
Village Aghwanpur, Kanth Road, Moradabad,
Uttar Pradesh-244001
CIN: L21098UP2012PLC048300

Sub: Scrutinizer's Report on postal ballot by way of remote e-voting/ Voting by electronic means ("e-voting") conducted in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time in respect of passing of the resolutions contained in the Notice dated February 12, 2025.

Dear Sir/Madam,

I, Komal, Company Secretary in Practice (Prop of M/s Komal and Associates, Delhi, FCS No. 11636, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Paper & Boards Limited (hereinafter referred to as the "Company") vide Board Resolution dated 12th February, 2025 pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the postal ballot voting conducted by way of remote e-voting in a fair and transparent manner on the resolutions contained in the Notice dated February 12, 2025 ("Notice") issued by the Company in accordance with General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 3/2022 dated May 5, 2022 and Circular No. 21/2021 dated December 14, 2021 read with Circular No. 20/2020 dated May 5, 2020 along with Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars").

In compliance with MCA Circulars, the Notice was sent through electronic mode to equity shareholders whose email address is registered with the Company/its Registrar and Share Transfer Agents/ National Securities Depository Limited ("NSDL")/ Central Depository (India) Services Limited ("CDSL")/ Depository Participants as on Friday, February 07, 2025 ("Cut-Off Date"). The said notice was also placed on Company's website at 'www.genuspaper.com', website of the stock exchanges where the equity shares



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of the Company are listed, i.e. BSE Limited at 'www.bseindia.com' and NSE Limited at 'www.nseindia.com' and on the website of CDSL at 'www.evotingindia.com'.

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to e-voting on the resolutions contained in the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting is restricted to making a Scrutinizer's Report on the votes cast in favor or against the resolutions stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, the agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and attendant papers/documents furnished to me electronically by the Company and CDSL for my verification.

Cut-Off Date

The equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice i.e. Friday, February 7, 2025 ("Cut-Off Date") were entitled to vote on the resolutions (Item no. 1 to 3 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid up share capital of the Company as on the Cut-Off Date, subject to the provisions of Articles of Association of the Company.

Remote e-voting process

- (a) The remote e-voting period remained opened from Wednesday, February 19, 2025 (9:00 A.M.) (IST) and ended on Thursday, March 20, 2025 (5:00 P.M.) (IST).
- (b) The votes cast through during the remote e-voting were unblocked/finalized on Thursday, March 20, 2025 after the conclusion of the e-voting period for postal ballot in presence of two witnesses, who are not in the employment of the Company. They have signed below confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.



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Sonia Garg
(Name of Witness 1)

Ayushi Gupta
(Name of Witness 2)

- (c) I have scrutinized and reviewed the remote e-voting and votes based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

Resolution 1: CANCELLATION OF UNISSUED SHARES OF ONE CLASS (EQUITY SHARES OF RS. 10/- EACH) AND INCREASE IN SHARES OF ANOTHER CLASS (PREFERENCE SHARES OF RS. 100/- EACH) SUBJECT TO CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION					
Votes	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	140	167760740	99.99%	0	0
Against	21	16126	0.01%		
Total	161	167776866	100.00%		

Resolution 2: OFFER AND ISSUE OF 7% NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OF THE COMPANY ON A PRIVATE PLACEMENT BASIS					
Votes	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	141	167764643	99.99%	0	0
Against	21	12395	0.01%		
Total	162	167777038	100.00%		



Resolution 3: TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION ("AOA") BY

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INSERTING A NEW CLAUSE WITH RESPECT TO APPOINTMENT OF NOMINEE DIRECTOR					
Votes	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast	Invalid Votes	
				Total number of members whose votes were declared invalid	Number of votes cast
For	140	167764565	99.99%	0	0
Against	21	12301	0.01%		
Total	161	167776866	100.00%		

- (d) The data and all other relevant records relating to e-voting will be handed over to the Chairman / Company Secretary of the Company for safe keeping as provided in the Act read with the relevant Rules.

On the basis of the above voting results, the resolutions as set out in the Notice of Postal Ballot have been passed by the Members with requisite majority and hence deemed to have been passed on the last date of e-voting i.e. Thursday, March 20, 2025.

Thanking You

Yours Faithfully,

For Komal & Associates



Company Secretary in Practice)

FCS No. 11636

CP No. 17597

UDIN: F011636F004131433

Place: Delhi

Dated: 21.03.2025

Countersigned by:
For Genus Paper & Boards Limited

(Kunal Nayar)
Company Secretary

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