



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: Proceedings of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached the following with regard to the Postal Ballot Notice dated February 12, 2025 of the Company, held on Thursday, March 20, 2025 (the last date of e-voting):

1. Proceedings of the Postal Ballot held on March 20, 2025 (the last date of e-voting).
2. The Voting Results of Postal Ballot, in relation to the businesses mentioned in the Notice of Postal Ballot, pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Scrutinizer's Report pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

This is to confirm that the resolutions as set out in the Postal Ballot Notice dated February 12, 2025 have been duly passed with requisite majority.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary

Encl. as above



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PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF GENUS PAPER & BORADS LIMITED (“the Company”) ON MARCH 20, 2025

The Board of Directors of the Company at its Board Meeting held on February 12, 2025, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to seek approval of the Members on the businesses, as set out in the notice of the Postal Ballot dated **February 12, 2025**.

The Notice of Postal Ballot (“Notice”) was sent only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (“RTA”)/Depository Participants (“DPs”)/Depositories to enable them to cast their votes electronically. The Company had on **February 17, 2025** completed the dispatch of the Postal Ballot Notice.

The Company had made arrangements for e-voting and engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the facility to the Members for e-voting. Members, whose names appeared on the Register of Members/List of Beneficial Owners as on **Friday, February 07, 2025** i.e. the cut-off date, were considered eligible for the purpose of voting. In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice took place through e-voting only. The voting period commenced on **Wednesday, February 19, 2025 at 9:00 a.m. (IST)** and ends on **Thursday, March 20, 2025 at 5:00 p.m. (IST)** (inclusive of both the days).

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

The Scrutinizer carried out the scrutiny of the votes polled electronically up to **March 20, 2025** and submitted her report dated **March 21, 2025**.



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The details as summarized by the scrutinizer in her report are 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 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		

Result: - Based on the aforesaid results, we report that the ordinary resolution as set out in the Item no. 1 of the Notice of Postal Ballot dated **February 12, 2025** has been duly passed on **March 20, 2025** with requisite majority.

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 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		

Result: - Based on the aforesaid results, we report that the special resolution as set out in the Item no. 2 of the Notice of Postal Ballot dated **February 12, 2025** has been duly passed on **March 20, 2025** with requisite majority.



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Resolution 3: To approve the alteration of Articles of Association (“AOA”) by 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 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		

Result: - Based on the aforesaid results, we report that the special resolution as set out in the Item no. 3 of the Notice of Postal Ballot dated **February 12, 2025** has been duly passed on **March 20, 2025** with requisite majority.

For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary

Encl. as above

Disclosure in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM/POSTAL BALLOT	Resolutions passed through Postal Ballot on March 20, 2025
Total number of shareholders on record date (i.e. February 07, 2025 - Cut Off date for e-voting purpose)	49293
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable (Resolutions passed through Postal Ballot)

Resolution No.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							
Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	130742478	120146415	91.90	120146415	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		120146415	91.90	120146415	0	100.00	0.00
Public- Institutions	E-Voting	119747	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126263715	47630451	37.72	47614325	16126	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		47630451	0.00	47614325	16126	99.97	0.03
Total		257125940	167776866	65.25	167760740	16126	99.99	0.01

Whether resolution is passed or not ? (YES/NO)	Yes
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Resolution No.2	Offer and issue of 7% non-cumulative redeemable preference shares of the Company on a private placement basis							
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	130742478	120146415	91.90	120146415	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		120146415	91.90	120146415	0	100.00	0.00
Public- Institutions	E-Voting	119747	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126263715	47630623	37.72	47618228	12395	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		47630623	0.00	47618228	12395	99.97	0.03
Total		257125940	167777038	65.25	167764643	12395	99.99	0.01

Whether resolution is passed or not ? (YES/NO)	Yes
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Resolution No.3 To approve the alteration of Articles of Association (“AOA”) by inserting a new clause with respect to appointment of Nominee Director								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	130742478	120146415	91.90	120146415	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		120146415	91.90	120146415	0	100.00	0.00
Public- Institutions	E-Voting	119747	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	126263715	47630451	37.72	47618150	12301	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		47630451	0.00	47618150	12301	99.97	0.03
Total		257125940	167776866	65.25	167764565	12301	99.99	0.01

Whether resolution is passed or not ? (YES/NO)	Yes
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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



Head Office-Office No-115, First Floor, GD-ITL, Plot No. B-8,
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Ph. 8860674305/7015742505
cskomalabuja@gmail.com

Komal & Associates

(Corporate Legal Consultants)

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

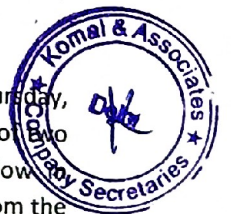
My responsibility as a Scrutinizer for remote e-voting is restricted to making a Scrutinizer's Report on the votes cast in favor or against the resolutions stated in the Notice of Postal Ballot, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited, 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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eskomalahuja@gmail.com

Komal & Associates

(Corporate Legal Consultants)

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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