



# Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

**Genus**  
energizing lives

September 28, 2022

<b>BSE Limited</b> (Corporate Relationship Department), 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001  Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a>  Scrip Code : 538961	<b>National Stock Exchange of India Ltd.</b> (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.  Fax No: (022) 26598237 / 38 E-mail: <a href="mailto:cc_nse@nse.co.in">cc_nse@nse.co.in</a>  Symbol : GENUSPAPER
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Dear Sir(s),

**Re: Proceedings of the 11<sup>th</sup> Annual General Meeting of the Company**

This is to inform that the 11<sup>th</sup> Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) was held on 27<sup>th</sup> September, 2022.

In this regard and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended, please find attached herewith the following:

1. Proceedings of the 11<sup>th</sup> AGM of the Company,
2. Consolidated Scrutinizer’s Report.

This is to confirm that all the resolutions as set out in the Notice dated August 10, 2022 convening the 11<sup>th</sup> AGM of the Company have been duly passed with requisite majority.

You are requested to take the above on record.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

**Anuj Ahluwalia**  
Company Secretary

Encl: A/a

**PROCEEDINGS OF THE 11<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS PAPER & BOARDS LIMITED (“the Company”) HELD ON TUESDAY, SEPTEMBER 27, 2022 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 12:15 P.M. (IST)**

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- Mr. Anuj Ahluwalia, Company Secretary of the Company welcomed the Members to the Meeting and informed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Saturday, September 24, 2022 at 09.00 am to Monday, September 26, 2022 at 05.00 pm as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Managing Director & CEO of the Company presided over the Meeting.
- The Chairman of the Meeting informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India (MCA) and the Securities and Exchange Board of India (SEBI). The Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC/OAVM and to vote at the Meeting.
- After confirming the requisite quorum was present through video conference, the Chairman called the AGM to order and commenced the proceedings.
- The Chairman of the Meeting then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the AGM due to some exigencies.
- The representatives of the Statutory Auditors and Secretarial Auditors were also present at the Meeting.
- Thereafter, the speech of the Chairman of the Company was read, giving an overview of the Company’s performance, operational & technological capabilities, outlook and other related matters.
- The Chairman of the Meeting further informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. BSE Limited and NSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors’ Report and the Secretarial Audit Report were taken as read.
- The Chairman of the Meeting further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.
- The Chairman of the Meeting further informed that Ms. Komal Practising Company Secretary of M/s. Komal & Associates had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairman of the Meeting further informed that the results would be declared within two working days from the conclusion of the AGM, based on the scrutinizer’s report after taking into consideration the votes

cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.

- The following business items as set out in the Notice convening the 11<sup>th</sup> AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business	Type of Resolution
<b>Ordinary Business</b>		
1	Adoption of the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Auditors thereon,	Ordinary
2	Appointment of Mr. Ishwar Chand Agarwal, who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
<b>Special Business</b>		
3	Re-appointment of Mr. Akhilesh Kumar Maheshwari as Executive Whole Time Director of the Company,	Special
4	Appointment of Mrs. Rekha Srivastava as an Independent Non Executive Woman Director of the Company,	Special
5	Payment of sitting fees to the Independent Directors of the Company,	Ordinary
6	Transaction with related party under Section 188 of the Companies Act, 2013	Special

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM, but no query has been raised by any of the registered Members.
- The Chairman of the Meeting further informed e-voting facility would also remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The Chairman of the Meeting thanked the Members for joining the AGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.

For **Genus Paper & Boards Limited**

**Anuj Ahluwalia**  
Company Secretary

**Consolidated Scrutinizer Report**

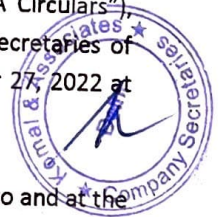
To,  
The Chairman of the 11<sup>th</sup> Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Tuesday, September 27, 2022 at 11:30 A.M. IST through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The deemed venue for the AGM was the Registered Office of the Company.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted prior to and during the 11<sup>th</sup> Annual General Meeting ("AGM") of M/s Genus Paper & Boards Limited in terms of provisions of the Companies Act, 2013 read with rules issued thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

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 August 10, 2022 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 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 process of voting through electronic means ("e-voting") prior to and at the AGM in a fair and transparent manner on all the resolutions contained in the Notice dated August 10, 2022 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), Secretarial Standard-2 on General Meetings as issued by the Institute of the Company Secretaries of India, convening the 11<sup>th</sup> AGM of its Members through VC/OAVM on Tuesday, September 27, 2022 at 11:30 A.M. IST.

I hereby confirm that I am familiar and well-versed with the electronic voting system (prior to and at the AGM) and the provisions as prescribed under the Section 108 and 109 of the Act and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended. As the Scrutinizer, I have to scrutinize the process of remote e-voting prior to and at the AGM in a fair and transparent manner.



# Komal & Associates

(Corporate Legal Consultants)

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## Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirement of the Act, Rules made thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice convening the AGM.

## Scrutinizer's Responsibility

My responsibility as a Scrutinizer for remote e-voting prior to and at the AGM is restricted to making a Consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the Notice, 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 prior to and at the AGM, and that the e-voting is conducted in a fair and transparent manner.

In view of above, I submit my report as under:

- (a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e., Tuesday, September 20, 2022 were entitled to vote on all resolutions as contained in the Notice of the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Saturday, September 24, 2022 (9:00 A.M.) (IST) to Monday, September 26, 2022 (5:00 P.M.) (IST).
- (d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting prior to the AGM.
- (e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 27, 2022 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses,



**Head Office**-D- 223/112, Laxmi Chamber, Vikash Marg,  
Near Laxmi Nagar Metro Station Gate No 5, Delhi-92  
**Branch Office**- Plot No. 147, MDC, Sector-4, Near  
Charitable Lab, Panchkula, Haryana-134114

Ph. 8860674305/7015742505  
Landline No-011-41060837  
cskomalahuja@gmail.com

# Komal & Associates

(Corporate Legal Consultants)

who are not in the employment of the Company. They have signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Soni Gary

(Name of Witness1)

Ayushi Gupta

(Name of Witness2)

- (f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in Annexure-A of this report.

Thanking You

Yours Faithfully,  
For Komal & Associates



Komal  
(Company Secretary in Practice)

FCS No. 11636

CP No. 17597

Place: Delhi

Dated: 27.09.2022

Countersigned by:  
For Genus Paper & Boards Limited

(Anuj Ahluwalia)  
Company Secretary

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Near Laxmi Nagar Metro Station Gate No 5, Delhi-92  
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**GENUS PAPER & BOARDS LIMITED**

**Consolidated result of votes cast through remote E-Voting and e-voting at 11th AGM held on September 27, 2022 at 11:30 a.m.**

Item no. of Notice of AGM	Subject Matter of the Resolutions	Votes	Remote E-Voting		e-voting at AGM		Total		% of total valid votes	Invalid Votes	
			No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast	No. of members votes	No. of valid votes cast		No. of members votes	No. of valid votes cast
1	Ordinary Business to receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 together with Reports of the Director's and the Auditor's thereon.	For	163	125748576	1	60	164	125748636	100.00	0	0
		Against	12	1365	0	0	12	1365	0.00	0	0
2	Ordinary Business to appoint a director in place of Mr. Ishwar Chand Agarwal (having DIN-00011152), who retires by rotation and being eligible, offers himself for re-appointment.	For	159	125746074	1	60	160	125746134	100.00	0	0
		Against	15	1867	0	0	15	1867	0.00	0	0
3	Special Business for Re-appointment of Mr. Akhilesh Kumar Maheshwari as Executive Whole Time Director	For	160	125746323	1	60	161	125746383	100.00	0	0
		Against	14	1618	0	0	14	1618	0.00	0	0
4	Special Business for appointment of Mrs. Rakha Srivastava as Independent Non Executive Women Director	For	160	125746174	1	60	161	125746234	100.00	0	0
		Against	14	1767	0	0	14	1767	0.00	0	0
5	Special Business for payment of sitting fees to Independent Directors of the Company	For	158	125746271	1	60	159	125746331	100.00	0	0
		Against	16	1670	0	0	16	1670	0.00	0	0
6	Special Business for transaction with related parties under Section 188 of the Companies Act, 2013	For	158	125743318	1	60	159	125743378	100.00	0	0
		Against	16	4623	0	0	16	4623	0.00	0	0
		Total	174	125747941	1	60	175	125748001	100.00	0	0

