Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

Genus energizing lives

August 26, 2019

BSE Limited (Corporate Relationship Department), 1st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 / 22722039 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. Fax No: (022) 26598237 / 38 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER

Dear Sir(s),

Re: 8th ANNUAL GENERAL MEETING OF YOUR COMPANY TO BE HELD ON MONDAY, SEPTEMBER 30, 2019 AT 10:00 A.M.

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Monday, September 30, 2019 at 10:00 A.M. at its Registered Office at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh, to transact the business as stated in the notice.

The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive), for the purpose of 8th Annual General Meeting of the Company.

Members holding shares either in physical form or dematerialized form, as on the cut-off date on Monday, 23rd September, 2019, may cast their vote electronically on the business as set forth in the notice of the AGM through electronic voting system of Central Depository Services (India) Limited ("CDSL") from a place other than venue of the AGM ('remote e-voting').The period for e-voting starts at 9:00 AM on 27th September, 2019 and ends at 5:00 PM on 29th September, 2019.

Please find the attached Notice of the 8th Annual General Meeting,

You are requested to take the aforesaid on record and oblige.

Thanking you,

Yours truly
For **Genus Paper & Boards Limited**

Anuj Walia

Anuj Ahluwalia
Company Secretary

Genus Paper & Boards Limited Moradabad

Encl: A/a

Notice

Notice is hereby given that the 08th Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Monday, 30th September, 2019 at 10.00 a.m.** at its Registered office at **Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh** to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Shri Ishwar Chand Agarwal (having DIN-00011152), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors and to fix their remuneration and in this regard to consider, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any amendment(s) thereof and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s D. Khanna & Associates (Firm Registration Number-012917N), Chartered Accountants, Jaipur, who has furnished the eligibility certificate under Section 141 of the Companies Act, 2013 be and is hereby re-appointed as the Statutory Auditors of the Company for second consecutive term to hold office from the conclusion of ensuing 08th Annual General Meeting till the conclusion of the 12th Annual General Meeting that the Board of Directors be and are hereby authorized to fix remuneration in consultation with the Auditors."

SPECIAL BUSINESS

4. RE-APPOINTMENT OF RAJENDRA AGGARWAL AS AN INDEPENDENT NON EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Aggarwal (DIN 07036881), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from April 30, 2019 up to April 29, 2024, not liable to retire by rotation."

5. RE-APPOINTMENT OF RAMESHWAR PAREEK AS AN INDEPENDENT NON EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Rameshwar Pareek (DIN 00014224), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from August 01, 2019 up to July 31, 2024, not liable to retire by rotation."

6. RE-APPOINTMENT OF UDIT AGARWAL AS AN INDEPENDENT NON EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, as amended from time to time, Mr. Udit Agarwal (DIN 02820615), Non-Executive Director of the Company, who has consented to act as such, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 consecutive years with effect from August 01, 2019 up to July 31, 2024, not liable to retire by rotation."

7. APPOINTMENT OF MR. PRADEEP NARAIN TANDON AS AN INDEPENDENT NON EXECUTIVE DIRECTOR

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

"RESOLVED THAT pursuant to 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

Notice (Contd.)

Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Narain Tandon (DIN: 08490641) who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 25th June, 2019 in terms of Section 161(1) of the Act and whose term of office expires at the date of the 8th Annual General Meeting, be and is hereby appointed as an Independent Non Executive Director of the Company for a consecutive term of 5 (five) years with effect from June 25th, 2019 to June 24th, 2024 not liable to retire by rotation."

8. 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 1st April, 2019 up to the maximum per annum amounts as appended below:

(₹ in Lacs)

MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1ST APRIL, 2019					
Transactions defined u/s 188(1) of the Companies Act, 2013					
	Sale, Purchase or supply of any goods, materials	Loans & Advances	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
NAME OF RELATED PARTIES					
COMPANIES					
Genus Power Infrastructures Ltd	0.19	-	-	-	-
Yajur Commodities Ltd (Formerly Virtuous Urja Ltd)	1200.95	-	-	-	-
Kailash Coal & Coke Co Limited	872.12	-			
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	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 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**

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

Place : Moradabad
Dated : 31st July, 2019

Notice (Contd.)

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the "Meeting" or "AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.**
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, is annexed hereto.
3. Corporate Members desiring to send their authorized representative to attend the Meeting are requested to send to the Company, a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / proxies are requested to bring their Attendance Slip duly filled in along with their copy of Annual Report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members, seeking any information with regard to the accounts of the Company, are requested to write to the Company, at an early date, so as to enable the Management to keep the information ready at the Meeting.
7. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (i.e. Agency/Bank, with whom they are maintaining their demat accounts), directly. Members, who hold shares in physical form, are requested to notify such changes to the Company's Registrars and Share Transfer Agents (i.e. M/s. Niche Technologies Private Limited, Kolkata).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
10. The Company has designated a separate e-mail ID of the grievance redressal division / compliance officer named "cs@genuspaper.com" exclusively for the purpose of registering complaints by investors.
11. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Shareholders at the AGM.
14. The details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to persons seeking appointment or re-appointment as Directors under Item No.4 to Item No.7 of this Notice of AGM, are provided in the Report on Corporate Governance forming part of the Annual Report.
15. To support the 'Green Initiative' announced by the Government of India and pursuant to Regulation 36(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a soft copy of full Annual Report and Notice of the Meeting are being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. In order to support the 'Green Initiative', Members, who have not registered their e-mail address, so far, are requested to register their e-mail addresses with their concerned Depository Participants or the Company at "cs@genuspaper.com" or Registrar, M/s. Niche Technologies Private Limited for receiving all communication from the Company, electronically.

Notice (Contd.)

16. Voting through electronic means (e-voting):

(I) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").

(II) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(III) The procedure and instructions for casting your vote electronically are as under:

(i) The remote e-voting period commences on Friday, September 27, 2019 (09:00 a.m.) and ends on Sunday, September 29, 2019 (05:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. 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 (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e. "GENUS PAPER AND BOARDS LIMITED" on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(xix) In case you 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(IV) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote through e-mail at "cskomalahuja@gmail.com" with a copy marked to "helpdesk.evoting@cdslindia.com" on or before September 28, 2019, up to 5:00 pm without which the vote shall not be treated as valid.

(V) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, September 23, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.

(VI) The Notice of Annual General Meeting will be sent to the Members, whose names appear in the Register of Members / Beneficial Owners position list provided by Depositories at closing hours of business, on Friday, August 9, 2019.

(VII) The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, September 23, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

Notice (Contd.)

(VIII) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

(IX) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

(X) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Monday, September 23, 2019, are requested to send the written / email communication to the Company at "cs@genuspaper.com" by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

(XI) Ms. Komal, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi, ACS No.48168, CP No.17597), of Delhi have been appointed as the 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 through ballot at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

(XII) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at 'www.genuspaper.com' and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. BSE Limited and National Stock Exchange of India Limited (NSE).

(XIII) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 30, 2019.

(XIV) In case you have any queries or issues regarding remote e-voting, please contact helpdesk.evoting@cdslindia.com or Mr. Anuj Ahluwalia, Company Secretary at cs@genuspaper.com or Tel. No. 0591-2511171. Members can also refer to the Frequently Asked Questions (FAQs) available under the 'HELP' section at www.evotingindia.com.

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. 4 to 8 of the accompanying Notice:

ITEM NO. 4

Mr. Rajendra Aggarwal was appointed as an Independent Non Executive Director of the Company by the members at the 04th Annual General Meeting of the Company held on 26th September, 2015 for a period of five consecutive years commencing from April 30th, 2015 up to April 29th, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Aggarwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from April 30, 2019 up to April 29, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given the consent to continue to act as a Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Aggarwal fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Aggarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09.00 am to 06.00 pm) on any working day, except Saturday up to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Aggarwal as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Aggarwal as an Independent Director for another term of five consecutive years with effect from April 30, 2019 up to April 29, 2024, for the approval by the shareholders of the Company.

Except Mr. Rajendra Aggarwal being an appointee and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 4 of the accompanying Notice of the AGM. Mr. Aggarwal is not related to any Director of the Company.

ITEM NO. 5

Mr. Rameshwar Pareek was appointed as an Independent Non Executive Director of the Company by the members at the 03rd Annual General Meeting of the Company held on 30th September, 2014 for a period of five consecutive years commencing from August 01st, 2014 up to July 31st, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pareek, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from August 01, 2019 up to July 31, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of

Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given the consent to continue to act as a Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Pareek fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pareek as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09.00 am to 06.00 pm) on any working day, except Saturday up to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pareek as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Pareek as an Independent Director for another term of five consecutive years with effect from August 01, 2019 up to July 31, 2024, for the approval by the shareholders of the Company.

Except Mr. Rameshwar Pareek being an appointee and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 5 of the accompanying Notice of the AGM. Mr. Pareek is not related to any Director of the Company.

ITEM NO. 6

Mr. Udit Agarwal was appointed as an Independent Non Executive Director of the Company by the members at the 03rd Annual General Meeting of the Company held on 30th September, 2014 for a period of five consecutive years commencing from August 01st, 2014 up to July 31st, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company; but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Udit Agarwal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from August 01, 2019 up to July 31, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given the consent to continue to act as a Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Udit Agarwal fulfils the conditions specified under Section 149(6) of the Act, the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Udit Agarwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09.00 am to 06.00 pm) on any working day, except Saturday up to and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Udit Agarwal as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to the re-appointment of Mr. Udit Agarwal as an Independent Director for another term of five consecutive years with effect from August 01, 2019 up to July 31, 2024, for the approval by the shareholders of the Company.

Except Mr. Udit Agarwal being an appointee and his relatives none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

Mr. Udit Agarwal is not related to any Director of the Company.

ITEM NO. 7

It is informed that Mr. Pradeep Narain Tandon (DIN-08490641) was appointed as an Additional Director of the Company with effect from 25th June, 2019 to comply with the provisions of Section 149 of Companies Act, 2013 ("the Act") and in terms of Section 161 of the Act, he 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 his appointment as an Independent Non Executive Director for a consecutive term of 5 (five) years with effect from June 25th, 2019 to June 24th, 2024 not liable to retire by rotation, in its meeting held on July 31st, 2019.

It is further informed that Mr. Pradeep Narain Tandon (DIN-08490641), 62, is having a degree of Master of Arts (Economics) and has cleared examination of CAIIB (Certified Associate of Indian Institute of Bankers). Before joining the Genus group, he has served in the banking sector for over a large number of years and has played an important role in performing the banking functions of the bank. He is having a relevant experience of over 39 years in his field and looking forward to serve the organization with his expertise independently and transparency.

It is further informed that the Company has received from Mr. Pradeep Narain Tandon (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 he 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 Mr. Pradeep Narain Tandon (DIN-08490641) as an Independent Non Executive Director of the Company for a consecutive term of 5 (five) years with effect from June 25th, 2019 to June 24th, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Shareholders.

No director, Key managerial personnel or their relatives, except Mr. Pradeep Narain Tandon, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the Special Resolution as set out at item No. 7 for approval by the Shareholders.

ITEM NO. 8

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 2018-19 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.

Annexure to the Notice (Contd.)

PARTICULARS OF TRANSACTION ENTERED OR PROPOSED TO BE ENTERED FOR APPROVAL U/S 188 OF THE COMPANIES ACT, 2013 MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1ST APRIL, 2019

(Rs. in Lacs)

	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials	Loans & Advances	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
NAME and NATURE OF RELATIONSHIP WITH RELATED PARTIES :-					
COMPANIES :-					
Genus Power Infrastructures Limited Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	0.19	-	-	-	-
Kailash Coal & Coke Co Limited Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	872.12	-	-	-	-
Yajur Commodities Limited (Formerly Virtuous Urja Limited) Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	1200.95	-	-	-	-
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	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

1. Name of the related party and nature of relationship: As provided in table above.
2. 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.
3. Nature, duration of the contract and particulars of the contract or arrangement: As provided in table above.
4. Material terms of the Contract or arrangement including the value, if any: As referred in point (3) above.
5. Any advance paid or received for the contract or arrangement, if any: As referred in above table
6. 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.
7. 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.
8. 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 are in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No.8 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
2.	Date of commencement of commercial production	The Company was incorporated on 11th January, 2012 and the Certificate of Commencement of Business was dated 13th January, 2012.
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable.
4.	Financial performance based on given indicators	The details of financial performance of the company for the years 2017-18 and 2018-19 are provided in the Annual Report 2019 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 post issuance of securities /secondary market purchase.
II.	**INFORMATION ABOUT THE APPOINTEE:**	
A.1.	Background details	▪ Name : Mr. Pradeep Narain Tandon ▪ Designation : Independent Non Executive Director ▪ Age : 62 Years Mr. Pradeep Narain Tandon was appointed as an Additional Director of the Company on 25.06.2019. He has very rich experience of over 39 years in the banking sector and looking forward to serve the organization with his expertise independently and transparency.
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 of Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	NIL
4.	Job profile and his suitability	Mr. Pradeep Narain Tandon is the Additional Independent Non Executive Director of the Company. He pays attention to 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	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	There is no pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.
III.	**Disclosure**	
1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2019.	

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

The Board recommends the Special Resolution set out at Item No.4 to Item No. 8 of the Notice for approval by Shareholders.

ANNEXURE TO AGM NOTICE

The statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 17 & 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name of the Director	Mr. Rajendra Aggarwal (DIN:07036881)	Mr. Rameshwar Pareek (DIN:00014224)	Mr. Udit Agarwal (DIN:02820615)	Mr. Pradeep Narain Tandon (DIN:08490641)
Date of birth	11.07.1971	01.11.1944	13.05.1973	30.04.1957
Qualification	B. Tech , MBA	Masters in Economics	Bachelor of Commerce (Hons.)	Masters of Arts (Economics), Clrd. exam CAIIB
Brief Resume of the Director	Practising Chartered Accountant	Worked as Senior Executive of Rajasthan Financial Corporation, Jaipur and also served on deputation to Bureau of Industrial Promotion (BIP), Jaipur	Belongs to a reputed business house 'Saran Group', manufactures & exporters of handicrafts of brass art wares and other handicrafts	Ex-bank personnel
Expertise in specific functional area	Rich professional experience in the field of accounts, finance and corporate governance	Extensive experience of more than 36 years in implementation of Government policies and their governance	Huge experience in the manufacture and export of handicraft items, young and energetic businessman with strong ability to provide insightful analysis and recommendations	Vast experience in the field of banking sector
Date of first appointment in the current designation	30.04.2015	29.10.2013	29.10.2013	25.06.2019
Shareholding in the Company	NIL	NIL	NIL	NIL
Directorships	1. Genus Paper & Boards Limited 2. Yajur Commodities Limited 3. Agarwal Packers and Movers Limited 4. Edravya Advisors Private Limited	1.Genus Paper & Boards Limited 2. Genus Power Infrastructures Limited 3. Genus Prime Infra Limited 4. Kailash Vidyut & Ispat Limited 5. Virtuous Infra Limited 6. Star Vanijya Private Limited	1.Genus Paper & Boards Limited 2. Genus Power Infrastructures Limited	1.Genus Paper & Boards Limited
Memberships/Chairmanship of Committees of other companies	Member: 1. Yajur Commodities Limited- CSR Committee Chairman: 2. Yajur Commodities Limited- Audit Committee 3. Yajur Commodities Limited- Nomination and Remuneration Committee	Member: 1. Genus Power Infrastructures Limited- Nomination and Remuneration Committee 2. Genus Power Infrastructures Limited- Stakeholder's Relationship Committee 3. Genus Prime Infra Limited- Nomination and Remuneration Committee 4. Genus Prime Infra Limited- Stakeholder's Relationship Committee 5. Genus Prime Infra Limited- Rights Issue Committe Chairman: 1. Genus Power Infrastructures Limited- Audit Committee	Member: 1. Genus Power Infrastructures Limited- Nomination and Remuneration Committee 2. Genus Power Infrastructures Limited- Stakeholder's Relationship Committee 3. Genus Power Infrastructures Limited- Audit Committee	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	He is not related with any director and Key Managerial Personnel of the Company.	He is not related with any director and Key Managerial Personnel of the Company.	He is not related with any director and Key Managerial Personnel of the Company.	He is not related with any director and Key Managerial Personnel of the Company.
Number of Meetings of the Board Attended	1(One)	5 (Five)	6(Six)	NA
Details of Remuneration last drawn	NIL	NIL	NIL	NIL

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

Place : Moradabad
Dated : 31st July, 2019

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

Kailash Chandra Agarwal
Managing Director & CEO
DIN-00895365

Genus
energizing lives

GENUS PAPER & BOARDS LIMITED

CIN : L21098UP2012PLC048300
Regd. Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
Phone: 0591-2511171 Fax: 0591-2511242
Website: www.genuspaper.com Email: cs@genuspaper.com

Sr. No.....

ATTENDANCE SLIP

8th Annual General Meeting, Monday, the 30th day of September, 2019
At 10.00 a.m.
At Village Aghwanpur, Kanth Road, Moradabad-244001 (Uttar Pradesh)

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the 08th ANNUAL GENERAL MEETING of the Company to be held at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh on Monday, 30th September, 2019 at 10.00 a.m.

Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

FORM FOR REGISTRATION/UPDATION OF EMAIL ADDRESS

To,

The Company (for members holding shares in physical mode) /

The Depository Participants (for members holding shares in Demat mode)

Dear Sir,

Sub: Registration/Updation of email address (Genus Paper & Boards Limited)

Please register/update my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name of the Shareholder(s)	
Email Id	
Folio No. / DP Id	
Client Id	
Mobile No	

Date:

Place: **Signature of the Shareholder(s) ****

Notes:

****Please ensure that the form is signed by the registered shareholder himself, along with joint shareholders, if any.**

FORM NO. MGT-11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: L21098UP2012PLC048300

Name of the Company: **GENUS PAPER & BOARDS LIMITED**

Regd. Office: Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh

Phone: 0591-2511171 Fax: 0591-2511242

Website: www.genuspaper.com Email: cs@genuspaper.com

Name of the member(s)	
Registered address	
E-mail ID	
Folio No. / *Client ID	
***DP ID**	

**Applicable for Investors holding shares in demat form.*

I / We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name :	Address :
	E-mail ID :	Signature :

Or falling him

2.	Name :	Address :
	E-mail ID :	Signature :

Or falling him

3.	Name :	Address :
	E-mail ID :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08th Annual General Meeting of the Company, to be held on Monday the 30th September, 2019 at 10.00 a.m. at Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)	For	Against
1.	Consideration and Adoption of Audited Standalone Financial Statements for the FY ended March 31, 2019 together with the Reports of the Board of Directors and Auditors		
2.	Re-appointment of Mr. Ishwar Chand Agarwal as Director, who retires by rotation		
3.	Re- appointment of Statutory Auditors and fix their remuneration		
4.	Re-appointment of Rajendra Aggarwal as an Independent Non-Executive Director*		
5.	Re-appointment of Rameshwar Pareek as an Independent Non-Executive Director *		
6.	Re-appointment of Udit Agarwal as an Independent Non-Executive Director*		
7.	Appointment of Pradeep Narain Tandon as an Independent Non-Executive Director*		
8.	Transaction with related party u/s 188 of the Companies Act, 2013*		

*Special Resolution

Signed this..... day of .....2019.

Affix Re 1 Revenue Stamp

Signature of Shareholder: **Signature of Proxy holder(s):**

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. ***This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.***
3. **This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Genus
energizing lives

FORM NO. MGT- 12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	:	**GENUS PAPER & BOARDS LIMITED**
Registered Office	:	Village Aghwanpur, Kanth Road, Moradabad-244001, Uttar Pradesh
CIN	:	L21098UP2012PLC048300

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the first named Shareholder (in BLOCK LETTERS)	
2.	Postal Address	
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:-

S. No.	Item No.	No. of shares held	I assent to the resolution	I dissent from the resolution
1.	Consideration and Adoption of Audited Standalone Financial Statements for the FY ended March 31, 2019 together with the Reports of the Board of Directors and Auditors			
2.	Re-appointment of Mr. Ishwar Chand Agarwal as Director, who retires by rotation			
3.	Re- appointment of Statutory Auditors and fix their remuneration			
4.	Re-appointment of Rajendra Aggarwal as an Independent Non-Executive Director*			
5.	Re-appointment of Rameshwar Pareek as an Independent Non-Executive Director *			
6.	Re-appointment of Udit Agarwal as an Independent Non-Executive Director*			
7.	Appointment of Pradeep Narain Tandon as an Independent Non-Executive Director*			
8.	Transaction with related party u/s 188 of the Companies Act, 2013*			

***Special Resolution**

Place:

Date: **(*Signature of the Shareholder/Proxy holder)**

*As per Company records

Note: This Ballot Form shall be used by the Shareholder(s) who does not have access to the e-voting system.