

# **Genus Paper & Boards Ltd**



### (A Kailash Group Company) CIN No: L21098UP2012PLC048300 PAN NO-AAECG5483A

#### September 23, 2024

**BSE Limited** 

(Corporate Relationship Department), 1<sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400001

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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: Consolidated Scrutinizer's Report

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, please find attached herewith the consolidated Scrutinizer's Report with regard to the 13<sup>th</sup> Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") held on 23<sup>rd</sup> September, 2024.

This is to confirm that all the resolutions as set out in the Notice dated August 13, 2024 convening the 13<sup>th</sup> AGM of the Company have been duly passed with requisite majority.

Kindly take the above on your record.

Thanking you,

Yours truly

For Genus Paper & Boards Limited

**Kunal Nayar Company Secretary** 

Encl: A/a

(Corporate Legal Consultants)

## **Consolidated Scrutinizer Report**

To,

The Chairman of the 13<sup>th</sup> Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Monday, September 23, 2024 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,

<u>Sub:</u> Consolidated Scrutinizer's Report on remote e-voting conducted prior to and during the 13<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 there under 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 13th August, 2024 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 13th August, 2024 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 05, 2022 and September 25, 2023 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 13<sup>th</sup> AGM of its Members through VC/OAVM on Monday, September 23, 2024 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.

**Head Office**- Office No-115, First Floor, GD-ITL, Plot No. B-8, Netaji Subhash Place, Delhi-110034, **Branch Office**- Plot No. 147, MDC, Sector-4, Near Charitable Lab, Panchkula, Haryana-134114

Ph. 8860674305/7015742505 cskomalahuja@gmail.com

# **Komal & Associates**

(Corporate Legal Consultants)

### 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., Monday, September 16, 2024, 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 Friday, September 20, 2024 (9:00 A.M.) (IST) to Sunday, September 22, 2024 (5:00 P.M.)(IST).
- (d) The remote e-voting facility at the AGM was in operation till all the resolutions were considered soci 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 23, 2024 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses,

Head Office- Office No-115, First Floor, GD-ITL, Plot No. B-8, Netaji Subhash Place, Delhi-110034, Branch Office- Plot No. 147, MDC, Sector-4, Near

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### (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.

Achil Rawat
(Name of Witness1)

(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

(Company Secretary in Practice)

CP No. 17597 Place: Delhi

Dated: 23.09.2024

Countersigned by: For Genus Paper & Boards Limited

> (Mr. Kunal Nayar) Company Secretary

Genus Paper & Boards Limited

| Remote E-Volting   Re-volting at AGM  |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | 5                    | 167972504               | 145                        | Total   |   |      |
|---|------------------------------|---------|------------------------|----------------------------|----------------------|--|----------------------|-------------------------|----------------------------|---------|---|------|
| Page                         | 0                            | 0       | 0.00                   | 1032                       | 14                   | 0  | 0                    | 1032                    | 14                         | Against |   | 10   |
| Part                         |                              |         | 100.00                 | 167974487                  | 136                  | 3015                                       | 5                    | 167971472               | 131                        | For     | Special Resolution for transaction with related party under Section 188 of the<br>Companies Act, 2013   | 0 %  |
| Part                         |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | S.                   | 167972504               | 145                        | Total   |   |      |
| Subject Matter of the Seschitchean Section 1992 (1992 1992 1992 1992 1992 1992 199  | (35)                         | 0       | 0.00                   | 928                        | 13                   | 0  | 0                    | 928                     | 13                         | Against |   | 9    |
| International Planch Marker will the Resolutions of Control Planch Marker (1988) and production for receiver, consider and attains in the Auditors financed Statements of Cor.  Solution for the financial repair enclosed                     | *                            |         | 100.00                 | 167974591                  | 137                  | 3015                                       | v                    | 167971576               | 132                        | For     | Special Resolution for conversion of loan into equity shares of the company in the event of default under Section 62(3) of the Companies Act, 2013    | a s  |
| Subject Matter of the Residebitions   | Kon                          |         | 100.00                 | 167975519                  | 150                  | 3015                                       | v                    | 167972504               | 145                        | Total   |   |      |
| Subject Marker of the Resolutions   | 20/4                         |         | 0.00                   | 978                        | 14                   | 0  | 0                    | 978                     | 5-3<br>43-                 | Against |   | 00   |
| Subject Matter of the Resolutions    No. of Market of the Resolutions   No. of Market of the Resolutions   No. of Market of the Resolution to receive, consider and acopt the Auditord Financial Statements of loc.   No. of Market of Marke                    |                              |         | 100.00                 | 167974541                  | 136                  | 3015                                       | ıs                   | 167971526               | 131                        | For     | Special Resolution for approval of continuation of directorship of Mr. Ishwar Chand Aganwal as Non-Executive Director after attaining age of 75 years | A W  |
| Subject Matter of the Resolutions   |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | US.                  | 167972504               | 145                        | Total   |   |      |
| Subject Natite of the Resolutions   Subject National National Subject National Nation                      | 0                            | 0       | 0.00                   | 1032                       | 14                   | 0  | 0                    | 1032                    | 14                         | Against |   | 7    |
| Subject Matter of the Resolutions   Subject Matter of the Resolution in creative, consider and accept the Auditord Financial Startments of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Soard of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Soard of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Soard of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Soard of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Soard of Inch Conjuny (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emided \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Financial) year emined \$114 Macr3, 1024, the reports of the Company (are in Fi |                              |         | 100.00                 | 167974487                  | 136                  | 3015                                       | u                    | 167971472               | 131                        | For     | Special Resolution for re-appointment of Mr. Pradeep Narain Tandon as an Independent Non-Executive Director   | = 5  |
| Subject Matter of the Resolutions   Subject Matter of the Resolution to receive, consider and atops the Audited Financial Statements of Port   Continue Matter of the Innacial Year resided Statements of Port   Continue Matter of the Innacial Year resided Statements of Port   Continue Matter of the Innacial Year resided Statements of Port   Continue Matter of the Innacial Year resided Statements of Port   Continue Matter of Port   Continue Ma                      |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | Ųn.                  | 167972504               | 145                        | Total   |   |      |
| Subject Matter of the Resolutions   Part                        | 0                            | 0       | 0.00                   | 928                        | 13                   | 0  | 0                    | 928                     | 14<br>33                   | Against |   |      |
| Subject Matter of the Resolutions   |                              |         | 100.00                 | 167974591                  | 137                  | 3015                                       | S                    | 167971576               | 132                        | For     | Special Resolution for appointment of Mr. Nishant Chandra Aganwal as an Independent<br>Non-Executive Director   | 7 to |
| Subject Matter of the Resolutions   Subject Matter of the Resolution  |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | 55                   | 167972504               | 145                        | Total   |   |      |
| Subject Matter of the Resolutions   Part  | 0                            | 0       | 0.00                   | 3428                       | 14                   | 0  | 0                    | 3428                    | 14                         | Against |   | Ln   |
| Subject Matter of the Resolutions         No. of valid the Company for the Georgian Auditors the Fronting and Director in Jalace of Mr. Abhilesh Kumar Maheshwari For 132 167971276         133 1679  |                              |         | 100.00                 | 167972091                  | 136                  | 3015                                       | Vs                   | 167969076               | 131                        | For     | Special Resolution for re-appointment of Mr. Surya Prakash Sinha as whole time Director   | F 10 |
| Subject Matter of the Resolutions   Subject Matter of the Resolution to receive, consider and adopt the Audited Financial Statements of For the Company for the financial year ended 31st March, 2024, the reports of the Board of Expany (or the financial year ended 31st March, 2024, the reports of the Board of Maganast 12 728 0.0 0.0 12 167974791 100.00 1                      |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | Un.                  | 167972504               | 145                        | Total   |   |      |
| Subject Matter of the Resolutions   Subject Matter of the Resolution to receive, consider and adopt the Audited Financial Statements of For the Company for the financial year ended \$1st March, 2024, the reports of the Board of Potal Information of Continents of the Board of Potal Information of Continents of the Subject Matter of the Resolution to appoint Directors and Auditors thereon.   Subject Matter of the Resolution to appoint Director in place of Mr. Akhillesh Kumar Maheshwari For the Indian Information   Potal I                     | 0                            | 0       | 0.00                   | 1032                       | 14                   | 0  | 0                    | 1032                    | 14                         | Against |   | 4    |
| Subject Matter of the Resolutions   No. of Color of the Resolutions   No. of Color of the Resolutions   No. of Color of the Resolution to receive, consider and accopt the Audired Financial Statements of For India   No. of Color of the Company for the financial year ended 31st March, 2024, the reports of the Board of Resolution to appoint Director in place of Mr.Akhilesh Kumar Maheshwari For India   No. of the No. of the No. of the Resolution to appoint the Resolution to appoint Mr.Akhilesh Kumar Maheshwari For India   No. of the No. of No. of the No. of                      |                              |         | 100.00                 | 167974487                  | 136                  | 3015                                       | ιn                   | 167971472               | es<br>es<br>es             | For     | Ordinary Resolution to ratify the remoneration of cost auditors, M/s M. K. Singhal & Co., for Financial Year 2024-2025                                | 0.0  |
| Subject Matter of the Resolutions   Votes   No. of valid the Company for the financial year ended 31st March, 2024, the reports of the Audited Financial Statements of Housing DIN-00062645], who retires by rotation and being eligible, offers himself for real papoint ments.   Yotes   No. of valid votes                      |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | S                    | 167972504               | 145                        | Total   |   |      |
| Subject Matter of the Resolutions   No. of the Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon.   No. of the Resolution to appoint Director in place of Mr.Akhilesh Kumar Maheshwari   For   No. of the Resolution to appoint Mr. sethani & Associates as auditors of the company   For   132   167971576   Sociation   No. of valid members   No. of v                      | 0                            | 0       | 0.00                   | 928                        | 13                   | 0  | 0                    | 928                     | 13                         | Against |   |      |
| Subject Matter of the Resolutions   Post                        |                              |         | 100.00                 | 167974591                  | 137                  | 3015                                       | ıs                   | 167971576               | 132                        | For     | Ordinary Resolution to appoint M/s Jethani & Associates as auditors of the company and to fix their remuneration                                      |      |
| Subject Matter of the Resolutions  No. of valid members votes cast the Company for the financial year ended 31st March, 2024, the reports of the Resolution to appoint Director in place of Mr.Akhilesh Kumar Maheshwari For Against 13 928 0 0 13 928 0.00 0 11 100.00 100.                    |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | 5                    | 167972504               | 145                        | Total   | аррогитель,   |      |
| Subject Matter of the Resolutions   No. of the Resolution   No. of the R                      | 0                            | 0       | 0.00                   | 928                        | 13                   | 0  | 0                    | 928                     | 13                         |         | (having DIN-00062645), who retires by rotation and being eligible, offers himself for re  |      |
| Subject Matter of the Resolutions    No. of valid members   No. of valid members   No. of valid wotes cast   No. of valid wotes cast   No. of valid wotes cast   No. of valid members   No. of valid wotes cast   No. of valid wotes   No. of valid wotes cast   No. of valid wotes   No. of                     |                              |         | 100.00                 | 167974591                  | 137                  | 3015                                       | 5                    | 167971576               | 132                        | -       | Ordinary Resolution to appoint Director in place of Mr.Akhilesh Kumar Maheshwar   |      |
| Subject Matter of the Resolutions  No. of valid members votes cast votes and Auditor shared votes and Auditor shared votes of Acainst 12 728 0 0 0 12 728 0.00 0  |                              |         | 100.00                 | 167975519                  | 150                  | 3015                                       | Un                   | 167972504               | 145                        | Total   | UITECLOTS and Auditors thereon.   |      |
| Subject Matter of the Resolutions  No. of works works works works works ast works and adopt the Audited Financial Statements of English and Audited Financial Statements of English and Audited Financial Statemen                    | 0                            | 0       | 0.00                   | 728                        | 12                   | 0 0  | 0                    | 728                     | 12                         |         | the Company for the financial year ended 31st March, 2024, the reports of the Board o   |      |
| Subject Matter of the Resolutions  No. of walld members votes cast votes cast votes cast votes cast votes where revorting at AGM rotal members votes cast votes cast votes cast votes vote                    |                              |         | 100.00                 | 167974791                  | 138                  | 3015                                       | 5                    | 167971776               | 133                        | For     | Ordinary Resolution to receive, consider and adopt the Audited Financial Statements o   |      |
| Remote E-Voting e-voting at AGM Total   | No. of<br>valid<br>otes cast |         | % of total valid votes | No. of valid<br>votes cast | No. of members votes | and the state of the state of the state of | No. of members votes | No. of valid votes cast | No. of<br>members<br>votes | Votes   |   |      |
|   | Votes                        | Invalid |                        | Total                      |                      | g at AGM                                   | e-votin              | te E-Voting             | Remot                      |         |   | Item |