

Date : 20.02.2020

To, The Company Secretary, M/s. Genus Paper & Boards Limited Village Aghwanpur, Kanth Road, Moradabad-244001 Uttar Pradesh E-mail: cs@genuspaper.com	To, National Stock Exchange of India Ltd., (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. E-mail: takeover@nse.co.in NSE Symbol: GENUSPAPER	To, BSE Limited, (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 E-mail: corp.relations@bseindia.com / corp.compliance@bseindia.com BSE Scrip Code: 538961
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Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Pursuant to the Composite Scheme of Arrangement amongst Vivekshil Dealers Private Limited, CRG Trading & Finvest Private Limited, Genus International Commodities Limited, Kailash Industries Limited, Kailash Vidyut and Ispat Limited and Hi-Print Electromack Private Limited, as approved by the Hon'ble NCLT vide its Order no.CA (CAA) No.245/ALD/2019 Dated 22.01.2020, please find enclosed herewith the disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of change in the shareholding/stake in target Company (i.e. Genus Paper & Boards Limited).

This is for your kind information and records.

Thanking You,

Yours faithfully,

For and on behalf of the Promoter Group



(Rajendra Kumar Agarwal)

Authorised Signatory

Encl. as above

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Genus Paper and Boards Limited		
2.	Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Transferee Company:</u> Hi-Print Electromack Private Limited <u>Transferor Company:</u> 1. Vivekshil Dealers Private Limited 2. CRG Trading & Finvest Private Limited 3. Genus International Commodities Limited 4. Kailash Industries Limited 5. Kailash Vidyut and Ispat Limited (Refer to Note 1 below)		
3.	Whether the acquirer belongs to Promoter / Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
5.	Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
6.	Before the acquisition/sale under consideration, holding of:			
	Shares carrying voting rights			
	- Hi-Print Electromack Private Limited	5,574,300	2.17	2.17
	- Vivekshil Dealers Private Limited	23,736,757	9.23	9.23
	- CRG Trading & Finvest Private Limited	3,750,210	1.46	1.46
	- Genus International Commodities Limited	4,205,000	1.64	1.64
	- Kailash Industries Limited	9,961,560	3.87	3.87
	- Kailash Vidyut and Ispat Limited	75,000	0.03	0.03
	- Other promoter group entities (not forming part of the Scheme of Arrangement)	82,509,129	32.09	32.09
	Shares in the Nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
	Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
	Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
	Total (a+b+c+d)	129,811,956	50.49	50.49

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7.	Details of acquisition/sale			
	Shares carrying voting rights acquired/sold			
	- Hi-Print Electromack Private Limited	41,728,527	16.23	16.23
	- Vivekshil Dealers Private Limited	(23,736,757)	(9.23)	(9.23)
	- CRG Trading & Finvest Private Limited	(3,750,210)	(1.46)	(1.46)
	- Genus International Commodities Limited	(4,205,000)	(1.64)	(1.64)
	- Kailash Industries Limited	(9,961,560)	(3.87)	(3.87)
	- Kailash Vidyut and Ispat Limited	(75,000)	(0.03)	(0.03)
	VRs acquired otherwise than by equity shares	NIL	NIL	NIL
	Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired.	NIL	NIL	NIL
	Shares in the Nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	NIL	NIL	NIL
	Total (a+b+c+d)	NIL	NIL	NIL
8.	After the acquisition/sale, holding of:			
	Shares carrying voting rights			
	- Hi-Print Electromack Private Limited	47,302,827	18.40	18.40
	- Vivekshil Dealers Private Limited	-	-	-
	- CRG Trading & Finvest Private Limited	-	-	-
	- Genus International Commodities Limited	-	-	-
	- Kailash Industries Limited	-	-	-
	- Kailash Vidyut and Ispat Limited	-	-	-
	- Other promoter group entities (not forming part of the Scheme of Arrangement)	82,509,129	32.09	32.09
	Shares in the Nature of encumbrance (pledge/lien/ non-disposal undertaking/ others) Shares pledged with the acquirer.	NIL	NIL	NIL
	VRs otherwise than by equity shares	NIL	NIL	NIL
	Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
	Total (a+b+c+d)	129,811,956	50.49	50.49
		(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)

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9.	Mode of acquisition/ sale (e.g. open market / off Market/ public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Inter-se transfer between the Promoter Group entities pursuant to the Composite Scheme of Arrangement amongst Hi-Print Electromack Private Limited, Vivekshil Dealers Private Limited, CRG Trading & Finvest Private Limited, Genus International Commodities Limited, Kailash Industries Limited and Kailash Vidyut and Ispat Limited approved by the Hon'ble NCLT vide its Order no. CA (CAA) No.245/ALD/2019 dated January 22, 2020.
10.	Date of acquisition/ sale of shares /VR or date of receipt of intimation of allotment of shares whichever is applicable	February 19, 2020, being the effective date of the Scheme of Arrangement. The transfer of equity shares from existing demat account of the Transferor Companies to the demat account of the Transferee Company will be completed in due course.
11.	Equity share capital / total voting capital of the TC before the said acquisition/sale	25,71,25,940 equity shares of face value Re. 1/- each amounting to Rs. 25,71,25,940/-
12.	Equity share capital/ total voting capital of the TC after the said acquisition/sale	25,71,25,940 equity shares of face value Re. 1/- each amounting to Rs. 25,71,25,940/-
13.	Total diluted share/voting capital of the TC after the said acquisition/sale	25,71,25,940 equity shares of face value Re. 1/- each amounting to Rs. 25,71,25,940/-

Note 1:

This disclosure is being made on account of an inter-se transfer of equity shares carrying voting rights of the Target Company pursuant to Composite Scheme of Arrangement amongst (i) Hi-Print Electromack Private Limited (referred to as "Transferee Company") and (ii) Vivekshil Dealers Private Limited, CRG Trading & Finvest Private Limited, Genus International Commodities Limited, Kailash Industries Limited and Kailash Vidyut and Ispat Limited (referred to as "Transferor Company/ies") approved by the Hon'ble NCLT vide its Order no. CA (CAA) No.245/ALD/2019 dated January 22, 2020. The Effective Date for the Scheme of Arrangement is February 19, 2020. Subsequent to effectiveness of the Scheme, the equity shares of the Target Company shall become the assets of the Transferee Company. Accordingly the said equity shares will be transferred in due course to a demat account of the Transferee Company.

Note 2:

The transfers of equity shares set out herein are between members of the promoter group and exempted under Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. As such, the aggregate holding of the promoter group of the Target Company remains unchanged pursuant to the consummation of such transfers.

(*)Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For and on behalf of the Promoter Group



(Rajendra Kumar Agarwal)

Authorised Signatory

Place: Jaipur

Date: 20-02-2020