



Genus Paper & Boards Ltd

Genus
energizing lives

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

October 01, 2020

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
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Sub: Results of Voting (E-voting prior and at the AGM)

Dear Sir/(s),

Please find attached herewith the voting results of the 09th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) held on Wednesday, 30th September, 2020 as required under Regulation 44(3) of the Listing Regulations in the prescribed format along with the Consolidated Scrutinizer Report.

All the resolutions as set out in the Notice dated 11th August, 2020 of the said AGM of the Company have been duly passed with requisite majority.

We request you to kindly take the same on your record.

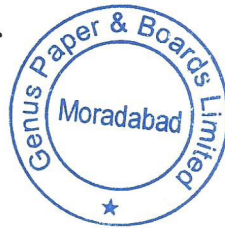
Thanking You,

Yours truly

For Genus Paper & Boards Limited

Anuj Ahluwalia
Company Secretary

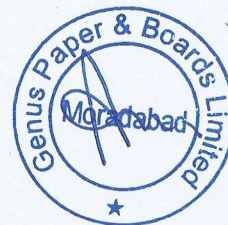
Encl: A/a



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

Date of the AGM/EGM	September 30, 2020
Total number of shareholders on record date	20737
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable as the AGM was held through Video Conferencing/OAVM
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	29 48

Resolution No.1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon.							
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		9188047	7.08	9188047	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		21252904	16.37	21252904	0	200.00	0.00
Public- Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3580241	704	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3580241	704	99.98	0.02
Total		257125940	24833849	9.66	24833145	704	100.00	0.00

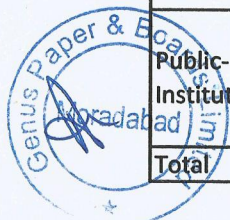


Resolution No.2 Appointment of a Director in place of Mr. Ishwar Chand Agarwal (DIN: 0001152), who retires from office by rotation and, being eligible, offers himself for re-appointment.

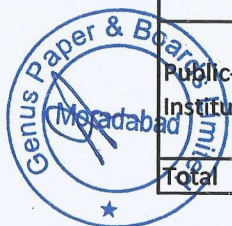
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		922505	0.71	922505	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12987362	10.00	12987362	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3579631	1314	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3579631	1314	99.96	0.04
Total		257125940	16568307	6.44	16566993	1314	99.99	0.01

Resolution No.3 Re-appointment of Shri Kailash Chandra Agarwal as Managing Director & CEO

Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		2354245	1.81	2354245	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14419102	11.11	14419102	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3579631	1314	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3579631	1314	99.96	0.04
Total		257125940	18000047	7.00	17998733	1314	99.99	0.01

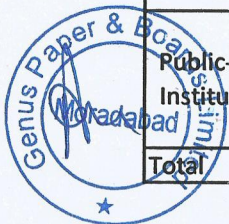


Resolution No.4	Re-appointment of Shri Himanshu Agarwal as Whole Time Director							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12059857	9.29	12059857	0	100.00	0.00
	Poll		9188047	7.08	9188047	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		21247904	16.37	21247904	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3585335	2.82	3584631	704	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3585335	2.82	3584631	704	99.98	0.02
Total		257125940	24833239	9.66	24832535	704	100.00	0.00
Resolution No.5	Re-appointment of Anu Sharma as an Independent Non Executive Woman Director							
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		9188047	7.08	9188047	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		21252904	16.37	21252904	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3579631	1314	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3579631	1314	99.96	0.04
Total		257125940	24833849	9.66	24832535	1314	99.99	0.01

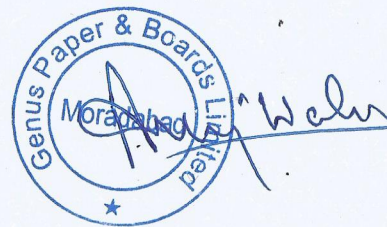


Resolution No.6		Re-appointment of Mr. Dharam Chand Agarwal as an Independent Non Executive Director						
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		9188047	7.08	9188047	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		21252904	16.37	21252904	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3579631	1314	99.96	0.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3579631	1314	99.96	0.04
Total		257125940	24833849	9.66	24832535	1314	99.99	0.01

Resolution No.7		Power to borrow funds in excess of the limits prescribed u/s 180(1)(c) of the Companies Act, 2013						
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12059857	9.29	12059857	0	100.00	0.00
	Poll		9188047	7.08	9188047	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		21247904	16.37	21247904	0	200.00	0.00
Public-Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3585945	2.82	3583491	2454	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3585945	2.82	3583491	2454	99.93	0.07
Total		257125940	24833849	9.66	24831395	2454	99.99	0.01



Resolution No.8		Transaction with Related Party under Section 188 of the Companies Act, 2013						
Resolution required: (Ordinary/ Special)					Special			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	129811956	12064857	9.29	12064857	0	100.00	0.00
	Poll		115505	0.09	115505	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12180362	9.38	12180362	0	200.00	0.00
Public- Institutions	E-Voting	229599	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	127084385	3580945	2.82	3579991	954	99.97	0.03
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0	0
	Total		3580945	2.82	3579991	954	99.97	0.03
Total		257125940	15761307	6.13	15760353	2454	99.99	0.02



Komal & Associates

(Corporate Legal Consultants)

Consolidated Scrutinizer Report

To,

The Chairman of the 9th Annual General Meeting (“AGM”/ “Meeting”) of Genus Paper & Boards Limited held on Wednesday, September 30, 2020 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 9th Annual General Meeting (“AGM”) of 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, ACS No. 48168, 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 12, 2020 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 11, 2020 (“Notice”) issued by the Company in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as “MCA Circulars”), convening the 9th AGM of its Members through VC/OAVM on Wednesday, September 30, 2020 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-D- 223/112, Laxmi Chamber, Vikash Marg,
Near Laxmi Nagar Metro Station Gate No 5, Delhi-92
Branch Office- 10-11, Friends Enclave,
Near Best Price & Bus Stand, Zirakpur- Mohali-140603

Ph. 8860674305/7015742505
Landline No-011-41060837
eskomalahuja@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., Wednesday, September 23, 2020 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 Sunday, September 27, 2020 (9:00 A.M.) (IST) to Tuesday, September 29, 2020 (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 30, 2020 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses, who are not in the employment of the Company. They have



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Komal & Associates

(Corporate Legal Consultants)

signed below in confirmation of the same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.

Soni's Garg
(Name of Witness1)

Rishabh Gupta
(Name of Witness2)

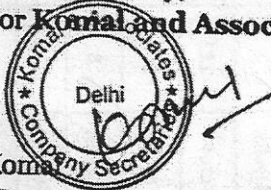
- (f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

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 and Associates



Komal
(Company Secretary in Practice)
ACS No. 48168
CP No. 17597
Place: Delhi
Dated: 30.09.2020

Countersigned by:
For Genus Paper & Boards Limited

Anuj Ahluwalia
(Anuj Ahluwalia)
Company Secretary

Head Office-D- 223/112, Laxmi Chamber, Vikash Marg,
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 9th AGM held on September 30, 2020 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 Resolution to receive, consider and adopt the Audited Financial Statements (Including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon	For	116	15645098	8	9188047	124	24833145	100.00	0	0
		Against	6	704	0	0	6	704	0.00		
		Total	122	15645802	8	9188047	130	24833849	100.00		
2	Ordinary Resolution to appoint Director in place of Mr. Ishwar Chand Agarwal (having DIN-00011152 who retires from office by rotation and, being eligible, offers herself for re-appointment	For	115	15644488	2	922505	117	16566993	99.99	0	0
		Against	7	1314	0	0	7	1314	0.01		
		Total	122	15645802	2	922505	124	16568307	100.00		
3	Special Resolution to appoint Mr. Kailash Chandra Agarwal (having DIN-00895365) as Managing Director & CEO	For	115	15644488	4	2354245	119	17998733	99.99	0	0
		Against	7	1314	0	0	7	1314	0.01		
		Total	122	15645802	4	2354245	126	18000047	100.00		
4	Special Resolution to re-appoint Mr. Himanshu Agarwal (having DIN-00065185) as Whole Time Director	For	115	15644488	8	9188047	123	24832535	100.00	0	0
		Against	6	704	0	0	6	704	0.00		
		Total	121	15645192	8	9188047	129	24833239	100.00		
5	Special Resolution to re-appoint Mrs. Anu Sharma (having DIN-07301904) as an Independent Non-Executive Woman Director	For	115	15644488	8	9188047	123	24832535	99.99	0	0
		Against	7	1314	0	0	7	1314	0.01		
		Total	122	15645802	8	9188047	130	24833849	100.00		
6	Special Resolution to appoint Mr. Dharam Chand Agarwal (having DIN-00014211) as an Independent Non-Executive Director	For	115	15644488	8	9188047	123	24832535	99.99	0	0
		Against	7	1314	0	0	7	1314	0.01		
		Total	122	15645802	8	9188047	130	24833849	100.00		
7	Special Resolution to borrow funds in excess of limit prescribed under Section 180(1)(c) of the Companies Act, 2013 but shall not exceed Rs 450 crore.	For	114	15643348	8	9188047	122	24831395	99.99	0	0
		Against	8	2454	0	0	8	2454	0.01		
		Total	122	15645802	8	9188047	130	24833849	100.00		
8	Special Resolution to enter into transaction with Related Party as specified in the resolution	For	115	15644848	1	115505	116	15760353	99.99	0	0
		Against	7	954	0	0	7	954	0.01		
		Total	122	15645802	1	115505	123	15761307	100.00		

