



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), 1 st 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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Dear Sir(s),

Re: Proceedings of the 09th Annual General Meeting of the Company

This is to inform that the 09th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) was held on 30th September, 2020.

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

1. Proceedings of the AGM of the Company,
2. Consolidated Scrutinizer Report.

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

Thanking you,

Yours truly

For Genus Paper & Boards Limited

Anuj Ahluwalia
Company Secretary

Encl: A/a



PROCEEDINGS OF THE 09TH ANNUAL GENERAL MEETING OF GENUS PAPER & BOARDS LIMITED HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11.30 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 12:00 P.M.

PRESENT:

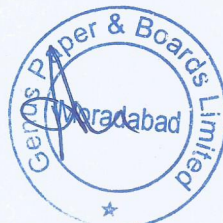
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|---|--|
| 1) Mr. Kailash Chandra Agarwal (DIN 00895365) | : Managing Director & CEO (In Chair) |
| 2) Mr. Surya Prakash Sinha (DIN 06530766) | : Whole Time Director |
| 3) Mr. Rajendra Aggarwal (DIN 07036881) | : Independent Non Executive Director |
| 4) Mrs. Anu Sharma (DIN 07301904) | : Independent Non-Executive Woman Director |

IN ATTENDANCE

- | | |
|-----------------------------|---------------------------|
| 1) Mr. Anuj Ahluwalia | : Company Secretary |
| 2) Mr. Sanjay Kumar Agarwal | : Chief Financial Officer |

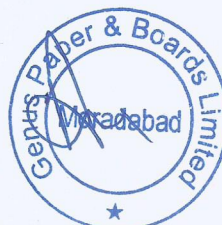
INVITEES:

- | | |
|----------------------|---|
| 1) Mr. Deepak Khanna | : M/s. D. Khanna & Associates, Chartered Accountants (Statutory Auditors) |
| 2) Ms. Komal | : M/s. Komal & Associates, Company Secretaries, (Secretarial Auditors) and the Scrutinizer. |
- Mr. Anuj Ahluwalia, Company Secretary of the Company welcomed the Members to the Meeting and informed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Sunday, September 27, 2020 at 09.00 am to Tuesday, September 29, 2020 at 05.00 pm as stated in the Notice of AGM.
 - Mr. Ishwar Chand Agarwal Ji, Chairperson of the Company could not attend the AGM due to some exigencies. With the permission of all Directors, present and on behalf of the Directors, Mr. Kailash Chandra Agarwal, Managing Director & CEO of the Company presided over the Meeting.
 - Mr. Kailash Chandra Agarwal, Chairperson of the Meeting, then welcomed the Members, Directors, KMPs and other invitees, who were attending the AGM through VC/OAVM.
 - After confirming the requisite quorum was present through video conference, the Chairperson called the AGM to order and commenced the proceedings. The AGM was attended by 77 members (including authorized representatives) through VC/OAVM.
 - The Chairperson then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC.



- The Chairperson informed the Members that Mr. Ishwar Chand Agarwal Ji, Chairperson of the Company could not attend the AGM due to some exigencies.
- Then the speech of the Chairperson of the Company was read, giving an overview of the Company's performance, operational & technological capabilities, outlook and other related matters.
- The Chairperson informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. BSE and NSE. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.
- The Chairperson further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.
- The Chairperson further informed that Ms. Komal Practising Company Secretary had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
- The following business items as set out in the Notice convening the 09th AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business (Resolution)	Type of Resolution
Ordinary Business		
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 Auditors thereon,	Ordinary
2	Appointment of Shri Ishwar Chand Agarwal, who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
Special Business		
3	Re-appointment of Shri Kailash Chandra Agarwal as Managing Director & CEO of the Company,	Special
4	Re-appointment of Shri Himanshu Agarwal as Whole Time Director of the Company	Special
5	Re-appointment of Mrs. Anu Sharma as an Independent Non Executive Woman Director of the Company,	Special
6	Appointment of Mr. Dharam Chand Agarwal as an Independent Non Executive Director of the Company,	Special
7	Power to borrow funds in excess of the limits prescribed under section 180(1)(C) of the Companies Act, 2013,	Special
8	Transaction with related party under Section 188 of the Companies Act, 2013	Special

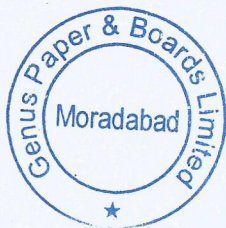


- The Chairperson further informed e-voting facility would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- The Chairperson thanked the Members and the AGM was concluded at 12:00 p.m.
- Thereafter, the voting process was concluded.

For Genus Paper & Boards Limited

Anuj Ahluwalia

Anuj Ahluwalia
Company Secretary



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.

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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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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)

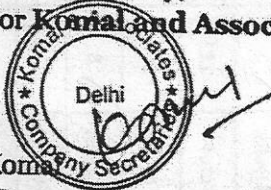
(f) I have scrutinized and reviewed the remote e-voting prior to and at the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting results is as follows:

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

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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		

