



# Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

**Genus**  
energizing lives

August 17, 2021

<b>BSE Limited</b> (Corporate Relationship Department), 1 <sup>st</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001  Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a>  Scrip Code : 538961	<b>National Stock Exchange of India Ltd.</b> (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: <a href="mailto:cc_nse@nse.co.in">cc_nse@nse.co.in</a>  Symbol : GENUSPAPER
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Dear Sir(s),

## Sub: Notice of the 10<sup>th</sup> Annual General Meeting for the financial year 2020-21 and E-voting particulars

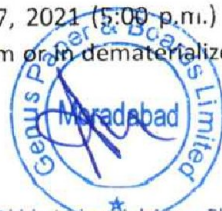
Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached herewith the Notice of 10<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Saturday, September 18, 2021 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the Financial Year 2020-21.

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by Central Depository Services (India) Limited ("CDSL").

The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, September 13, 2021 to Saturday, September 18, 2021 (both days inclusive), for the purpose of 10<sup>th</sup> Annual General Meeting of the Company.

The remote e-voting period shall commence on Wednesday, September 15, 2021 (9:00 a.m.) (IST) and end on Friday, September 17, 2021 (5:00 p.m.) (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 11,




2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The detailed instructions for e-Voting process are given in the Notes forming part of the Notice of the AGM.

We request to kindly take the same on record.

Thanking you,

Yours truly

For Genus Paper & Boards Limited

  
Anuj Ahluwalia  
Company Secretary



Encl: A/a

## NOTICE

Notice is hereby given that the 10<sup>th</sup> Annual General Meeting of **GENUS PAPER & BOARDS LIMITED** will be held on **Saturday, 18<sup>th</sup> September, 2021** at **11.30 a.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31<sup>st</sup> March, 2021, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Shri Himanshu Agarwal (having DIN-00065185), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. APPOINTMENT OF SHRI AKHILESH KUMAR MAHESHWARI AS EXECUTIVE WHOLE TIME 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 Sections 152, 161, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Akhilesh Kumar Maheshwari (DIN No. 00062645) be and is hereby appointed as Executive Whole Time Directors of the Company upon terms and conditions including remuneration as set out in the explanatory statement accompanying to the notice.

**RESOLVED FURTHER THAT** Shri Akhilesh Kumar Maheshwari shall be the Key Managerial Personnel of the Company w.e.f. 01<sup>st</sup> March, 2021 during his tenure as Whole Time Director of the Company in terms of Section 203 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'board') and/or any committee thereof be and is hereby authorized to vary and/or modify the terms and conditions of appointment and remuneration within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, as may be agreed between the board and Shri Akhilesh Kumar Maheshwari.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, remuneration payable to Shri Akhilesh Kumar Maheshwari shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** any revision in the remuneration payable to Shri Akhilesh Kumar Maheshwari shall be within the overall limits as approved by the Members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the board for its approval, from time to time.

**RESOLVED FURTHER THAT** the board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

#### 4. RE-APPOINTMENT OF SHRI SURYA PRAKASH SINHA AS WHOLE TIME 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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Shri Surya Prakash Sinha (DIN No. 06530766) as Executive Whole Time Director of the Company upon terms and conditions including remuneration as set out in the explanatory statement accompanying to the notice.

**RESOLVED FURTHER THAT** Shri Surya Prakash Sinha shall be the Key Managerial Personnel of the Company w.e.f. 12<sup>th</sup> October, 2021 during his tenure as Whole Time Director of the Company in terms of Section 203 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'board') be and is hereby authorized to vary and/or modify the terms and conditions of appointment and remuneration within the limits as prescribed in Schedule V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, as may be agreed between the board and Shri Surya Prakash Sinha.

**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, remuneration payable to Shri Surya Prakash Sinha shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** any revision in the remuneration payable to Shri Surya Prakash Sinha shall be within the overall limits as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the board for its approval, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution.”

**5. POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1) (a) 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 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company to create pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable properties being substantial undertaking as per section 180 (1)(a) of the Companies Act, 2013 for the purpose of borrowing any sum of money in foreign currency or Indian Rupees for the purpose of business of the company from any bank, Financial Institution, Lending Institutions considered suitable by the board provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 450 Crore (Rupees Four Hundred & Fifty Crore Only) at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to negotiate and settle the terms and conditions with the concerned Bank(s) / Financial Institution(s) / Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and to do and perform all such other acts, deeds and things including delegation all or any of its powers conferred on it by or under this resolution to any Committee of Directors or to any director(s) or any other official of the Company as may be deemed appropriate, necessary, proper, desirable or expedient by the Board to give effect to this resolution”.

**6. AUTHORISATION TO BOARD FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment, modification or re-enactment thereof), and the enabling provisions of the Memorandum and Articles of Association the Company,

(i) The Board of Directors of the Company (“the Board”) be and is hereby authorized to increase the authorized share capital of the Company by issuing new shares (Equity/Preference) upto the maximum amount of Rs. 25 Crores in different tranches upon such terms and conditions and with such rights and privileges attached thereto as the Board may determine, subject to any directions given by the Shareholders of the Company at the time of issue thereof;

(ii) The Board of Directors (“the Board”) is and is hereby authorized to:

(a) Settle any question, doubt or difficulty that may arise in regard to the foregoing;

(b) do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution;

(c) Delegate all or any of the powers herein conferred to any Director or any other officer(s) of the Company.

**RESOLVED FURTHER THAT** to give effect to above resolutions, any of the Director of the Company, be and is hereby authorized to do all acts, deeds and things as may be required and file necessary papers and forms with the Registrar of Companies”.

**7. 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 1<sup>st</sup> April, 2020 up to the maximum per annum amounts as appended below:

(Rs. in Lacs)

<b>MAXIMUM VALUE OF CONTRACT /TRANSACTION (PER ANNUM) WEF 1<sup>ST</sup> APRIL, 2020</b>					
<b>Transactions defined u/s 188(1) of the Companies Act, 2013</b>					
	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
<b>NAME OF RELATED PARTIES</b>					
<b>COMPANIES</b>					
Genus Power Infrastructures Ltd	213.93	-	-	-	-
Genus Apparels Limited	61.48	-	-	-	-
Kailash Coal and Coke Company Limited	18.86	-	-	-	-
Genus Innovation Limited	32.46	-	-	-	-
<b>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</b>	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 the this resolution.”

**Registered Office :-**

Vill. Aghwanpur, Kanth Road  
Moradabad-244001

**CIN :** L21098UP2012PLC048300

**Place :** Moradabad

**Dated :** 09<sup>th</sup> August, 2021

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

**Kailash Chandra Agarwal**

Managing Director & CEO

DIN-00895365

**NOTES:**

1. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, (the "Act") which sets out details relating to special business to be transacted at this annual general meeting, is annexed hereto.
3. The Register of Member and Share Transfer Books of the Company will remain closed from 13<sup>th</sup> September, 2021 to 18<sup>th</sup> September, 2021 (both days inclusive) in connection with the Annual General Meeting.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director seeking re-appointment at this AGM are provided in the "Annexure" to the Notice.
6. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pcskomalahuja@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
8. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at [www.genuspaper.com](http://www.genuspaper.com). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company in advance through email on [cs@genuspaper.com](mailto:cs@genuspaper.com). The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.
11. The Company has designated a separate e-mail ID of the grievance redressal division/Compliance officer i.e. '[cs@genuspaper.com](mailto:cs@genuspaper.com)', exclusively for the purpose of registering complaints by investors.
12. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 and General Circular No. 2/2021 dated 13th January, 2021 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.genuspaper.com>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.Bseindia.com](http://www.Bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
13. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to '[cs@genuspaper.com](mailto:cs@genuspaper.com)'.

14. Additional information on directors recommended for appointment / reappointment as required under Regulation 36 of the LODR Regulations and applicable Secretarial Standards

<b>Name of Director</b>	<b>Himanshu Agarwal</b>	<b>Akhilesh Kumar Maheshwari</b>	<b>Surya Prakash Sinha</b>
<b>Director Identification Number</b>	00065185	00062645	06530766
<b>Date of Birth</b>	10/06/1981	20/08/1964	31/10/1950
<b>Date of First Appointment</b>	11/01/2012	01/03/2021	12/10/2015
<b>Qualification</b>	Bachelor of Commerce	Insolvency Professional (IP), FCA, ACS, SAP (FICO)	Graduate
<b>Expertise in specified functional area</b>	Having extensive experience in the Paper Industry Sector, and has developed understanding of risk management, efficient processes and operational excellence.	Having rich experience as Whole Time Director/ Independent Director/ Director (Finance)/ CFO/ GM Finance/ Company Secretary for about 30 years (in leading business houses such as Bajaj Group, Wave Group, Thapar Group, Indiabulls Power, Jindal Group, Gulshan Group etc) in entire gamut of Business Operations including Fund Raising (Debt/ IPO/ Private Equity), P&L Management, Strategic Financial Planning & Analysis, Credit & Risk Management, Business Alliances, Forecasting, Process Improvements, Operation Excellence, Management Reporting, Accounts, Audit, Taxation, Company Secretarial & Legal Compliance and allied Activities.	Having vast experience of 40 years in the field of human resources and administration and was serving as Vice President (Human Resources) in the Company
<b>Shareholding in Genus Paper &amp; Boards Limited</b>	7103530	23200	NIL
<b>List of outside Directorship held excluding Alternate Directorship and Private Companies.</b>	1. Genus Paper and Coke Limited (formerly Kailash Paper and Coke Limited) 2. Shree Sai Urja Limited 3. Virtuous Infra Limited	1. Gulshan Polyols Limited 2. Kailash Chemicals Private Limited (Formerly Bimal Chemicals Pvt Ltd)	1. Virtuous Mining Limited 2. Genus Paper and Coke Limited (formerly Kailash Paper and Coke Limited)
<b>Chairman/ Member of the Committee of the Board of Directors of the Company</b>	Corporate Social Responsibility Committee and Risk Management Committee	Nil	Nil
<b>Relationship with other Directors and KMP</b>	Not Related with any Director of the Company	Not Related with any Director of the Company	Not Related with any Director of the Company

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
16. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1 April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
17. The Meeting shall be deemed to be held at the registered office of the Company at Village Aghwanpur, Kanth Road, Moradabad, Uttar Pradesh- 244001.

18. Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

19. Voting Options

**REMOTE E-VOTING THROUGH ELECTRONIC MEANS**

**1) The instructions for shareholders for remote e-voting are as under**

- (i) The remote e-voting period begins on 15<sup>th</sup> September, 2021 at 9.00 am and ends on 17<sup>th</sup> September, 2021 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the "cut-off date" i.e. 11<sup>th</sup> September 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- (iii) Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Enter their User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and click on "Login".
- (vii) Shareholders holding shares in dematerialised form and having used [www.evotingindia.com](http://www.evotingindia.com) earlier and having voted on an earlier e-voting of any company, may use their existing password.
- (viii) First time users may follow the steps given below:

	<b>For Shareholders holding shares in Dematerialised Form or Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for GENUS PAPER & BOARDS LIMITED.
- (xiii) On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
- (xiv) Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
- (xv) After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.



- (xvi) Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
- (xvii) They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

**2) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice.**

- (i) For shareholders holding shares in physical form - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email ID at [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) respectively.
- (ii) For Demat shareholders- please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) For shareholders holding shares in dematerialised form - please provide Demat account details (CDSL16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA's email ID at [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) respectively.
- (v) The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM**

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email ID, mobile number at [cs@genuspaper.com](mailto:cs@genuspaper.com).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
8. Members who need assistance before or during the AGM, or 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
9. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING**

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories

Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <b>https://eservices.nsdl.com</b> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <b>https://eservices.nsdl.com</b>. Select "Register Online for IDeAS" Portal or click at <b>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</b></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsdl.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" module.
  - (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.

- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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. <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

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

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
6. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
7. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**INSTRUCTIONS FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- I. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- II. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. After receiving the login details a "Compliance User" 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.
- IV. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- V. 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
- VI. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., to the Scrutinizer and to the Company at the email address [pcskomalahuja@gmail.com](mailto:pcskomalahuja@gmail.com) and [cs@genuspaper.com](mailto:cs@genuspaper.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**OTHER INSTRUCTIONS**

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com)
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 11<sup>th</sup> September, 2021 may obtain the login ID and password by sending an email to [cs@genuspaper.com](mailto:cs@genuspaper.com) or [ashoksen@nichetechpl.com](mailto:ashoksen@nichetechpl.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Ms. Komal, Practicing Company Secretary (Prop of M/s Komal & Associates, Delhi, ACS No.48168, CP No.17597), of Delhi has been appointed as 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 during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- V. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.genuspaper.com>. And on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com). Immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

## **Annexure to the Notice**

### **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. 3 to 8 of the accompanying Notice:**

#### **ITEM NO. 3**

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Shri Akhilesh Kumar Maheshwari as the Executive Whole Time Director for a period of 1 year with effect from March 01, 2021, subject to the approval of members of the Company.

Brief particulars of Shri Akhilesh Kumar Maheshwari are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment of Shri Akhilesh Kumar Maheshwari as the Whole Time Director and the remuneration structure are given below:

- 1)- **Tenure of the office:** For a period of 1 (One) year effective from March 01, 2021.
- 2)- **Basic Salary:** Rs. 1,91,667/- per month
- 3)- **House Rent Allowance (HRA):** Rs. 95,833/- per month
- 4)- **Other Allowance:** Rs. 46,697/- per month
- 5)- **Reimbursement Allowance:** Rs. 15000/- per month
- 6)- **Company's Contribution to Gratuity/Provident Fund /Bonus/Superannuation fund / Annuity Fund, if any:** The Company shall contribute to the Gratuity/ Provident fund/ Bonus/ Superannuation fund/ Annuity fund in accordance with the rules and regulations of the Company.
- 7)- **Perquisites & Allowances:** Perquisites & Allowances, if any, shall be as per company policy and rules.  
**Explanation:** Perquisites, if any shall be evaluated as per income tax rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.
- 8)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Shri Akhilesh Kumar Maheshwari shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- 9). He shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board time to time.
- 10). He shall be liable to retire by rotation during his tenure as Whole Time Director of the Company in terms of the provisions of Articles of Association of the Company.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the appointment of Shri Akhilesh Kumar Maheshwari as Whole Time Director, for a period of one year commencing from March 01, 2021 as set out in the Resolution at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at item no. 3 of the accompanying Notice for the approval of the Members. The appointment of Shri Akhilesh Kumar Maheshwari is appropriate and in the best interest of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3, except to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 4**

In view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors has, on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Shri Surya Prakash Sinha as Whole Time Director (designated as Executive Director) for a period of 3 years with effect from October 12, 2021, subject to the approval of members of the Company. The earlier tenure of Whole Time Director stands determined with mutual consent.

Brief particulars of Shri Surya Prakash Sinha are provided as an annexure to the Notice convening the Annual General Meeting.

The main terms of appointment and the remuneration of Shri Surya Prakash Sinha as Whole Time Director are given below:

- i)- **Tenure of the office:** For a period of 3 (Three) years effective from October 12, 2021
- ii)- **Basic Salary:** Rs. 30,000/- per month
- iii)- **House Rent Allowance (HRA):** Rs. 15,000/- per month
- iv)- **Conveyance Allowance:** Rs. 5,000/- per month
- v)- **Other Allowance:** Rs. 10,000/- per month
- vi)- **Company's Contribution to Provident Fund / Superannuation fund / Annuity Fund, if any:** The Company shall contribute to the Provident fund/Superannuation fund/Annuity fund in accordance with the rules and regulations of the Company.
- vii)- **Minimum Remuneration:** In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Shri Surya Prakash Sinha shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.
- viii). He shall devote such time and attention to the business of the Company as may be necessary and be responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board and shall have such powers and carry out such duties and responsibilities as may be entrusted by the Board from time to time.

The period of office of Shri Surya Prakash Sinha shall be liable to determination by retirement of directors by rotation. If Shri Surya Prakash Sinha is re-appointed as a director, immediately on retirement by rotation he shall continue to hold office of Whole-time Director designated as Executive Director and such re-appointment as director shall not be deemed to constitute break in his appointment as a Whole-time Director designated as Executive Director.

Accordingly, in order to compliant with the applicable provisions of the Companies Act, 2013, a fresh approval of the Members is sought by way of a Special Resolution for the appointment of Shri Surya Prakash Sinha as Whole Time Director, for a period of three years commencing from 12<sup>th</sup> October, 2021 as set out in the Resolution at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members. The re-appointment of Shri Surya Prakash Sinha is appropriate and in the best interest of the Company.

Except Shri Surya Prakash Sinha being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 except to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 5**

The corresponding Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) over and above the paid up capital of the Company and its free reserves from time to time on behalf of the Company only with the consent of the Company by a special resolution.

Further, the Chairman informed that as per section 180(1)(a) of the Companies Act 2013, it is stipulated that a company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

Company is / has mortgaged the immovable property (Land) to the consortium of lenders for borrowings not exceeding Rs. 450 Crores. The value of immovable property of that company is covered within the meaning of substantial undertaking as per the aforesaid section; therefore the special resolution is proposed to be adopted by the consent of members in the ensuing annual general meeting of the Company.

Therefore, having regard to extension of the mortgage and hypothecation of the assets and properties of the company for the monies borrowed or to be borrowed by the company, it is necessary to confer upon the board the power to do so. Therefore an enabling resolution being proposed at item No.5 to be passed as special resolution .It is pertinent to mention here that this resolution is not intended to be passed for the purpose of sale of any of the undertaking but for the purpose of mortgage and hypothecation the property of the Company.

Accordingly, the Board recommends passing of the Special Resolution set out in Item No. 5 of the accompanying Notice in relation to the borrowing monies, for the approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

None of the other Company is interested in the said Special Resolution.

**ITEM NO. 6**

Subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting ("AGM") , the Board of directors of the company had, at its meeting held on 09<sup>th</sup> August, 2021 resolved to increase the authorized share capital of the Company by issuing new shares (Equity/Preference) upto the maximum amount of Rs. 25 Crores in different tranches upon such terms and conditions and with such rights and privileges attached thereto as the Board may determine, subject to any directions given by the Shareholders of the Company at the time of issue thereof;

Further, the Board of Directors ("the Board") shall be authorized to:

- (a) Settle any question, doubt or difficulty that may arise in regard to the foregoing;
- (b) do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution;
- (c) Delegate all or any of the powers herein conferred to any Director or any other officer(s) of the Company.

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. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the Shareholders.

**ITEM NO. 7**

**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 2020-21 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.

PARTICULARS OF TRANASCTION ENTERED OR PROPOSED TO BE ENTERED FOR APPROVAL U/S 188 OF THE COMPANIES ACT, 2013 MAXIMUM VALUE OF CONTRACT /TRANASACTION (PER ANNUM) WEF 1 <sup>ST</sup> APRIL, 2020 (Rs. in Lacs)					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
	Sale, Purchase or supply of any goods, materials and services	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
<b>NAME and NATURE OF RELATIONSHIP WITH RELATED PARTIES :-</b>					
<b>COMPANIES :-</b>					



<b>Genus Power Infrastructures Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	213.93	-	-	-	-
<b>Kailash Coal &amp; Coke Co Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	18.86	-	-	-	-
<b>Genus Apparels Limited</b> Group Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013 )	61.48	-	-	-	-
<b>Genus Innovation Limited</b> Promoter Company (shareholding interest of promoters/directors/KMPs/their relatives u/s 102 of the Companies Act, 2013)	32.46				
<b>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</b>	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 is in any way concerned or interested in the said Resolution.

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

**Information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013:**

<b>I. GENERAL INFORMATION:</b>	
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 11 <sup>th</sup> January, 2012 and the Certificate of Commencement of Business was dated 13 <sup>th</sup> 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 2019-20 and 2020-21 are provided in the Annual Report 2021 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 past issuance of securities / secondary market purchase.
<b>II.</b>	<b>INFORMATION ABOUT THE APPOINTEE:</b>	
<b>A.1.</b>	Background details	<ul style="list-style-type: none"> <li>▪ Name : Mr. Himanshu Agarwal</li> <li>▪ Designation : Whole Time Director</li> <li>▪ Age : 40 Years</li> </ul> Mr. Himanshu Agarwal is the Director since inception and was appointed Whole Time Director of the Company on 11/01/2012. He has very rich experience and skills in multi disciplinary areas like Paper, Coal, Steel (M.S. Ingot), etc.
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 Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	During the financial year 2020-21, a sum of Rs. 67,20,000/- was paid to Mr. Himanshu Agarwal as remuneration.
4.	Job profile and his suitability	Mr. Himanshu Agarwal is the Whole Time Director of the Company. He devotes full time and attention to the business of the Company as may be necessary and is responsible for the general conduct and management of the affairs of the Company, 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. He has been instrumental in the growth of the Company since inception. 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	Details of proposed remuneration are presented above.
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)	Mr. Himanshu Agarwal carries vast and enriched experience in the business line of the Company. The remuneration payable to him has been benchmarked with the remuneration being drawn by similar positions in Paper industry along with size of the operations and the profile of the position and person.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 7103530(2.76%) shares of Rs. 1/- each face value. None of the key managerial personnel or any other senior managerial personnel is related to Mr. Himanshu Agarwal.
<b>B.1.</b>	Background details	<ul style="list-style-type: none"> <li>▪ Name : Mr. Akhilesh Kumar Maheshwari</li> <li>▪ Designation : Executive Director</li> <li>▪ Age : 57 Years</li> </ul> Mr. Akhilesh Kumar Maheshwari was appointed as an Additional Director of the Company on 01.03.2021. He has very rich experience in the financial business management with a strong background in financial arenas.
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 Companies' emerging as one of India's leading business houses.

3.	Past Remuneration	During the financial year 2020-21, a sum of Rs. 3,81,416/- was paid as remuneration.
4.	Job profile and his suitability	Mr. Akhilesh Kumar Maheshwari is the Additional Whole Time Director of the Company. He pays attention to the financial areas of 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	Details of proposed remuneration are presented above.
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)	Details of proposed remuneration are presented above.
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.
<b>C.1</b>	Background details	<ul style="list-style-type: none"> <li>▪ Name : Mr. Surya Prakash Sinha</li> <li>▪ Designation : Executive Director</li> <li>▪ Age : 70 Years</li> </ul> Mr. Surya Prakash Sinha is appointed as Director of the Company on 12.10.2015. He has a very rich experience and skills in multi disciplinary areas like human resource, administration, etc.
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 Companies' emerging as one of India's leading business houses.
3.	Past Remuneration	During the financial year 2020-21, a sum of Rs. 6,30,000/- was paid as remuneration.
4.	Job profile and his suitability	Mr. Surya Prakash Sinha is the Whole Time Director of the Company. He devotes full time and attention to the business of the Company as may be necessary and is responsible for the general conduct and management of the affairs of the Company, 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 from time to time. He has been instrumental in the growth of the Company since inception. 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	Details of proposed remuneration are presented above.
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)	Mr. Surya Prakash Sinha carries vast and enriched experience in the human resource and administration line of the Company. The remuneration payable to him has been benchmarked with the remuneration being drawn by similar positions in Paper industry along with size of the operations and the profile of the position and person.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None of the key managerial personnel or any other senior managerial personnel is related to Mr. Surya Prakash Sinha.
<b>IV.</b>	<b>Disclosure</b>	
1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2021.	

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.3 to Item No. 7 of the Notice for approval by Shareholders.

**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 : 09<sup>th</sup> August, 2021**