



# Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A

**Genus**  
energizing lives

September 18, 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),

**Re: Proceedings of the 10<sup>th</sup> Annual General Meeting of the Company**

This is to inform that the 10<sup>th</sup> Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") was held on 18<sup>th</sup> September, 2021.

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*  
**Anuj Ahluwalia**  
Company Secretary



Encl: A/a

**PROCEEDINGS OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF GENUS PAPER & BOARDS LIMITED HELD ON SATURDAY, SEPTEMBER 18, 2021 AT 11.30 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 12:00 P.M.**

**PRESENT:**

- |   |                                      |
|---|--------------------------------------|
| 1) Mr. Kallashi Chandra Agarwal (DIN 00895365)  | : Managing Director & CEO (In Chair) |
| 2) Mr. Himanshu Agarwal (DIN 00065185)          | : Whole Time Director                |
| 3) Mr. Akhilesh Kumar Maheshwari (DIN 00062645) | : Whole Time Director                |
| 4) Mr. Surya Prakash Sinha (DIN 06530766)       | : Whole Time Director                |
| 5) Mr. Udit Agarwal (DIN 02820615)              | : Independent Non Executive Director |
| 6) Mr. Rajendra Aggarwal (DIN 07036881)         | : Independent Non Executive Director |
| 7) Mr. Dharam Chand Agarwal (DIN 00014211)      | : Independent Non-Executive Director |
| 8) Mr. Pradeep Narain Tandon (DIN 08490641)     | : Independent Non Executive Director |

**IN ATTENDANCE**

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

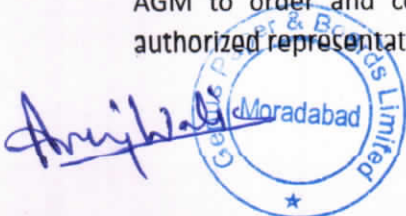
**LEAVE OF ABSENCE**

- |  |  |
|--|--|
| 1) Mr. Ishwar Chand Agarwal (DIN 00011152) | : Director & Chairman                      |
| 2) Mrs. Anu Sharma (DIN 07301904)          | : Independent Non Executive Woman Director |

**INVITEES:**

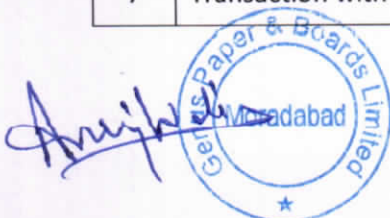
- |                      |   |
|----------------------|---|
| 1) Mr. Deepak Khanna | : M/s. D. Khanna & Associates, Chartered Accountants (Statutory Auditors) |
| 2) Ms. Komal         | : M/s. Komal & Associates, Company Secretaries, (Secretarial Auditors)    |

- 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 Wednesday, September 15, 2021 at 09.00 am to Friday, September 17, 2021 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 68 members (including authorized representatives) through VC/OAVM.



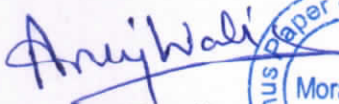
- The Chairperson then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC.
- The Chairperson informed the Members that Mr. Ishwar Chand Agarwal Ji, Chairperson of the Company could not attend the AGM due to some exigencies.
- Then the speech of the Chairperson 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 Limited 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 Practicing 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 two working days of 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 10<sup>th</sup> AGM of the Company were transacted at the meeting and passed with requisite majority:

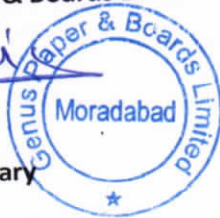
Item No.	Item of business (Resolution)	Type of Resolution
<b>Ordinary Business</b>		
1	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon,	Ordinary
2	Appointment of Shri Himanshu Agarwal, who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
<b>Special Business</b>		
3	Appointment of Shri Akhilesh Kumar Maheshwari as Executive Whole Time Director of the Company,	Special
4	Re-appointment of Shri Surya Prakash Sinha as Whole Time Director of the Company	Special
5	Power to create, pledge, mortgage, hypothecate and/or charge prescribed u/s 180(1)(a) of the Companies Act, 2013,	Special
6	Authorisation to board for increase in authorized share capital of the Company,	Special
7	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  
Company Secretary



**Consolidated Scrutinizer Report**

To,

The Chairman of the 10<sup>th</sup> Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Saturday, September 18, 2021 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 10<sup>th</sup> 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, COP 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 09, 2021 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 09, 2021 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 10<sup>th</sup> AGM of its Members through VC/OAVM on Saturday, September 18, 2021 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.



# 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:

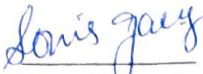
- (a) The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting prior to and at the AGM by the Members of the Company. Members had also an option to cast their vote through e-voting system at the AGM by attending the Meeting.
- (b) The Members of the Company holding shares as on the "cut-off" date i.e., Saturday, September 11, 2021 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 Wednesday, September 15, 2021 (9:00 A.M.) (IST) to Friday, September 17, 2021 (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 18, 2021 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 signed below in confirmation of the



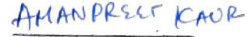
# Komal & Associates

(Corporate Legal Consultants)

same. Thereafter, the voting summary statement was downloaded from the CDSL e-voting system.



(Name of Witness1)



(Name of Witness2)

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

My responsibility as a scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Consolidated Report on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions are detailed in Annexure-A of this report.

Thanking You

Yours Faithfully,

For Komal & Associates



Komal

(Company Secretary in Practice)

ACS No. 48168

CP No. 17597

Place: Delhi

Dated: 18.09.2021

Countersigned by:

For Genus Paper & Boards Limited

ANUJ  
AHLUWALIA

Digitally signed by ANUJ AHLUWALIA  
DN: cn=ANUJ AHLUWALIA, o=GENUS PAPER & BOARDS LIMITED, email=anuj.ahluwalia@genus.com, c=IN  
Date: 2021.09.18 14:51:52 +05'30'

(Anuj Ahluwalia)

Company Secretary

**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. 8860674305/7015742595  
Landline No-011-41060837  
eskomalahuja@gmail.com

## Genus Paper &amp; Boards Limited

Consolidated result of votes cast through remote E-Voting and e-voting at 10th AGM held on September 18, 2021 at 11:30 a.m.

Item no. of Notice of AGM	Subject Matter of the Resolutions	Remote E-Voting		e-voting at AGM		Total		% of total valid votes	Invalid Votes		
		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 of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon.	For	146	173702468	0	0	146	173702468	100.00	0	0
		Against	4	214	0	0	4	214	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
2	Ordinary Resolution to appoint Director in place of Shri Himanshu Agarwal (having DIN 00065185), who retires by rotation and being eligible, offers himself for re-appointment.	For	144	173702318	0	0	144	173702318	100.00	0	0
		Against	6	364	0	0	6	364	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
3	Special Resolution for Appointment of Shri Akhilesh Kumar Maheshwari as Executive Whole Time Director.	For	144	173702409	0	0	144	173702409	100.00	0	0
		Against	6	273	0	0	6	273	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
4	Special Resolution for Re-Appointment of Shri Surya Prakash Sinha as Whole Time Director.	For	145	173702368	0	0	145	173702368	100.00	0	0
		Against	5	314	0	0	5	314	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
5	Special Resolution for power to create pledge, mortgage, hypothecate and/or charge prescribed w/s 180(1) (a) of the Companies Act, 2013.	For	141	173701218	0	0	141	173701218	100.00	0	0
		Against	9	1464	0	0	9	1464	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
6	Special Resolution for authorisation to board for increase in authorised share capital of the Company.	For	145	173701632	0	0	145	173701632	100.00	0	0
		Against	5	1050	0	0	5	1050	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		
7	Special Resolution for transaction with related party under section 188 of the Companies Act, 2013.	For	143	173701268	0	0	143	173701268	100.00	0	0
		Against	7	1414	0	0	7	1414	0.00		
		<b>Total</b>	<b>150</b>	<b>173702682</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>173702682</b>	<b>100.00</b>		

