



Genus Paper & Boards Ltd

(A Kailash Group Company)

CIN No : L21098UP2012PLC048300 PAN NO-AAECG5483A



September 27, 2023

BSE Limited (Corporate Relationship Department), 1 st Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001 Fax No.: 022-22723719 / 22723121 / 22722039 E-mail: corp.compliance@bseindia.com Scrip Code : 538961	National Stock Exchange of India Ltd. (Listing & Corporate Communications), Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051. Fax No: (022) 26598237 / 38 E-mail: cc_nse@nse.co.in Symbol : GENUSPAPER
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Dear Sir(s),

Re: Consolidated Scrutinizer's Report

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, please find attached herewith the consolidated Scrutinizer's Report with regard to the 12th Annual General Meeting ("AGM") of Genus Paper & Boards Limited ("The Company") held on 27th September, 2023.

This is to confirm that all the resolutions as set out in the Notice dated August 14, 2023 convening the 12th AGM of the Company have been duly passed with requisite majority.

Kindly take the above on your record.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary

Encl: A/a

Consolidated Scrutinizer Report

To,

The Chairman of the 12th Annual General Meeting ("AGM"/ "Meeting") of Genus Paper & Boards Limited held on Wednesday, September 27, 2023 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 12th Annual General Meeting ("AGM") of M/s Genus Paper & Boards Limited in terms of provisions of the Companies Act, 2013 read with rules issued there under 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, FCS No. 11636, CP No. 17597) had been appointed as Scrutinizer by the Board of Directors of M/s Genus Paper & Boards Limited (hereinafter referred to as the "Company") vide Board Resolution dated 14th August, 2023 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 14th August, 2023 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 respectively issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), Secretarial Standard-2 on General Meetings as issued by the Institute of the Company Secretaries of India, convening the 12th AGM of its Members through VC/OAVM on Wednesday, September 27, 2023 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., Wednesday September 20, 2023, 2023 were entitled to vote on all resolutions as contained in the Notice convening the AGM.
- (c) The remote e-voting period (prior to the AGM) remained opened from Sunday, September 24, 2023 (9:00 A.M.) (IST) to Tuesday, September 26, 2023 (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.



Head Office- Office No-115, First Floor, GD-ITL, Plot No. B-8, Netaji Subhash Place, Delhi-110034,

Branch Office- Plot No. 147, MDC, Sector-4, Near Charitable Lab, Panchkula, Haryana-134114

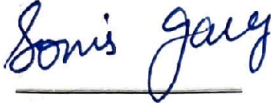
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(e) The votes cast through remote e-voting prior to and at the AGM were unblocked on September 27, 2023 after the conclusion of the AGM and e-voting at the AGM in presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the 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)

FCS No. 11636

CP No. 17597

Place: Delhi

Dated: 27.09.2023

Countersigned by:

For Genus Paper & Boards Limited

(Mr. Kunal Nayar)

Company Secretary

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Genus Paper & Boards Limited
Consolidated result of votes cast through remote E-Voting and e-voting at 12th AGM held on September 27, 2023 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 valid votes cast		No. of invalid votes	No. of valid votes cast	No. of invalid votes
1	To receive, consider and adopt the audited financial statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023	For	177	181962710	0	0	177	181962710	100.00	0	0
		Against	11	696	0	0	11	696	0.00	0	0
2	To appoint Director in place of Shri Surya Prakash Sinha (having DIN-06530766), who retires by rotation and being eligible, offers himself for re-appointment.	Total	188	181963406	0	0	188	181963406	100.00	0	0
		For	173	181958510	0	0	173	181958510	100.00	0	0
3	RE-APPOINTMENT OF SHRI KAILASH CHANDRA AGARWAL AS MANAGING DIRECTOR and CEO	Against	14	4396	0	0	14	4396	0.00	0	0
		Total	187	181962906	0	0	187	181962906	100.00	0	0
4	RE-APPOINTMENT OF SHRI HIMANSHU AGARWAL AS WHOLE TIME DIRECTOR	For	174	181958610	0	0	174	181958610	100.00	0	0
		Against	13	4296	0	0	13	4296	0.00	0	0
5	APPROVAL FOR GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME -2023	Total	187	181962906	0	0	187	181962906	100.00	0	0
		For	176	181692210	0	0	176	181692210	100.00	0	0
6	APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY, IN INDIA OR OUTSIDE INDIA OF THE COMPANY UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	Against	11	696	0	0	11	696	0.00	0	0
		Total	187	181692906	0	0	187	181692906	100	0	0
7	APPROVAL FOR THE ACQUISITION OF EQUITY SHARES BY WAY OF SECONDARY ACQUISITION UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME-2023	For	176	181962660	0	0	176	181962660	100.00	0	0
		Against	12	746	0	0	12	746	0.00	0	0
8	APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER GENUS PAPER and BOARDS LIMITED EMPLOYEES STOCK OPTION SCHEME - 2023	Total	188	181963406	0	0	188	181963406	100.00	0	0
		For	177	181962710	0	0	177	181962710	100.00	0	0
8	POWER TO CREATE PLEDGE, MORTGAGE, HYPOTHECATE AND/OR CHARGE PRESCRIBED U/S 180(1)(a) OF THE COMPANIES ACT, 2013	Against	11	696	0	0	11	696	0.00	0	0
		Total	188	181963406	0	0	188	181963406	100.00	0	0
		For	172	181961420	0	0	172	181961420	100.00	0	0



9		Against	15	1486	0	0	15	1486	0.00	0	0
		Total	187	181962906	0	0	187	181962906	100.00		
		For	173	181958030	0	0	173	181958030	100.00		
		Against	15	5376	0	0	15	5376	0.00		
10	POWER TO BORROW FUNDS IN EXCESS OF THE LIMITS PRESCRIBED U/S 180(1)(c) OF THE COMPANIES ACT, 2013	Total	188	181963406	0	0	188	181963406	100.00		
		For	173	181961529	0	0	173	181961529	100.00		
		Against	14	1377	0	0	14	1377	0.00		
		Total	187	181962906	0	0	187	181962906	100.00		
11	TRANSACTION WITH RELATED PARTY UNDER SECTION 188 OF THE COMPANIES ACT, 2013	For	173	181961529	0	0	173	181961529	100.00		
		Against	14	1377	0	0	14	1377	0.00		
		Total	187	181962906	0	0	187	181962906	100.00		
		Total	187	181962906	0	0	187	181962906	100.00		

