



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: Proceedings of the 12th Annual General Meeting of the Company

This is to inform that the 12th Annual General Meeting (“AGM”) of Genus Paper & Boards Limited (“The Company”) was held on 27th September, 2023.

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

1. Proceedings of the 12th AGM of the Company.

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.

You are requested to take the above on record.

Thanking you,

Yours truly

For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary

Encl: A/a

PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING (“AGM” or “the Meeting”) OF GENUS PAPER & BOARDS LIMITED (“the Company”) HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS AND CONCLUDED AT 11:55 A.M. (IST)

- Mr. Kunal Nayar, Company Secretary of the Company welcomed the Members to the Meeting and informed them on details relating to their participation at the Meeting through VC/OAVM and e-voting during the AGM. He further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from Sunday, September 24, 2023 at 09.00 am to Tuesday, September 26, 2023 at 05.00 pm as stated in the Notice of AGM.
- Mr. Ishwar Chand Agarwal, Chairman 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.
- The Chairman of the Meeting informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India (MCA) and the Securities and Exchange Board of India (SEBI). The Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC/OAVM and to vote at the Meeting.
- After confirming the requisite quorum was present through video conference, the Chairman called the AGM to order and commenced the proceedings.
- The Chairman of the Meeting then introduced other Board members, KMPs and other invitees, who were attending the AGM through VC. He further informed the Members that Mr. Ishwar Chand Agarwal, Chairman of the Company could not attend the AGM due to some exigencies.
- The Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder’s Relationship Committee was also present at the meeting.
- Thereafter, the speech of the Chairman of the Company was read, giving an overview of the Company’s performance, operational & technological capabilities, outlook and other related matters.
- The Chairman of the Meeting further 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 Chairman of the Meeting 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 Chairman of the Meeting further informed that Ms. Komal Practicing Company Secretary of M/s. Komal & Associates had been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Chairman of the Meeting further informed that the results would be declared within two working days from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and Central Depository Services (India) Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
- The following business items as set out in the Notice convening the 12th AGM of the Company were transacted at the meeting and passed with requisite majority:

Item No.	Item of business	Type of Resolution
Ordinary Business		
1	Adoption of the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon,	Ordinary
2	Appointment of Mr. Surya Prakesh Sinha, who retires by rotation and being eligible, offers himself for re-appointment,	Ordinary
Special Business		
3	Re-appointment of Shri Kailash Chandra Agarwal as Manager Director & CEO of the Company,	Special
4	Re-appointment of Shri Himanshu Agarwal as Whole Time Director of the Company,	Special
5	Approval for Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
6	Approval for grant of Stock Options to the Employees of Subsidiary Company, In India Or Outside India of the Company under Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
7	Approval for the Acquisition of Equity Shares by way of secondary acquisition under Genus Paper & Boards Limited Employees Stock Option Scheme – 2023	Special
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 & Boards Limited Employees Stock Option Scheme – 2023	Special
9	Power to create pledge, mortgage, hypothecate and/or charge prescribed u/s 180(1)(a) of the Companies Act, 2013	Special
10	Power to borrow funds in excess of the limits prescribed u/s 180(1)(c) of the Companies Act, 2013	Special
11	Transaction with related party under Section 188 of the Companies Act, 2013	Special

- The Chairman of the Meeting then requested the Members who had registered themselves as speaker to ask questions concerning the Annual Report and the Notice of the AGM, but no query has been raised by any of the registered Members.
- The Chairman of the Meeting further informed e-voting facility would also 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 Chairman of the Meeting thanked the Members for joining the AGM and declared the meeting as concluded.
- Thereafter, the voting process was concluded.

For **Genus Paper & Boards Limited**

Kunal Nayar
Company Secretary