

**AGIO PAPER & INDUSTRIES LIMITED**  
Standalone Financial Statements for period 01/04/2018 to 31/03/2019

**[700300] Disclosure of general information about company**

Unless otherwise specified, all monetary values are in INR

	<b>01/04/2018 to 31/03/2019</b>	<b>01/04/2017 to 31/03/2018</b>
Name of company	AGIO PAPER & INDUSTRIES LIMITED	
Corporate identity number	L21090WB1984PLC037968	
Permanent account number of entity	AABCK1272G	
Address of registered office of company	505, DIAMOND PRESTIGE, 41A AJC BOSE ROAD, KOLKATA-700017	
Type of industry	Commercial and Industrial	
Registration date	20/09/1984	
Date of board meeting when final accounts were approved	30/05/2019	
Period covered by financial statements	12	12
Date of start of reporting period	01/04/2018	01/04/2017
Date of end of reporting period	31/03/2019	31/03/2018
Nature of report standalone consolidated	Standalone	
Content of report	Financial Statements	
Description of presentation currency	INR	
Level of rounding used in financial statements	Actual	
Type of cash flow statement	Indirect Method	
Whether company is maintaining books of account and other relevant books and papers in electronic form	Yes	
Complete postal address of place of maintenance of computer servers (storing accounting data)	505, DIAMOND PRESTIGE, 41A AJC BOSE ROAD, KOLKATA-700017	
Name of city of place of maintenance of computer servers (storing accounting data)	KOLKATA	
Name of state/ union territory of place of maintenance of computer servers (storing accounting data)	WEST BENGAL	
Pin code of place of maintenance of computer servers (storing accounting data)	700017	
Name of district of place of maintenance of computer servers (storing accounting data)	KOLKATA	
ISO country code of place of maintenance of computer servers (storing accounting data)	IND	
Name of country of place of maintenance of computer servers (storing accounting data)	INDIA	
Phone (with STD/ ISD code) of place of maintenance of computer servers (storing accounting data)	033-66286657	
Whether books of account and other books and papers are maintained on cloud	No	
Address as provided by the service provider	nil	

## [700600] Disclosures - Directors report

### Details of directors signing board report [Table]

..(1)

Unless otherwise specified, all monetary values are in INR

Directors signing board report [Axis]	DSBR1	DSBR2
	01/04/2018 to 31/03/2019	01/04/2018 to 31/03/2019
Details of signatories of board report [Abstract]		
Details of directors signing board report [LineItems]		
Name of director signing board report [Abstract]		
First name of director	ANKIT	KAMAL
Middle name of director		KUMAR
Last name of director	JALAN	KHETAWAT
Designation of director	W H O L E TIMEDIRECTOR	DIRECTOR
Director identification number of director	02577501	00438830
Date of signing board report	30/05/2019	30/05/2019

### Details of principal business activities contributing 10% or more of total turnover of company [Table]

..(1)

Unless otherwise specified, all monetary values are in INR

Principal business activities of company [Axis]	Product/service 1 [Member]
	01/04/2018 to 31/03/2019
Details of principal business activities contributing 10% or more of total turnover of company [Abstract]	
Details of principal business activities contributing 10% or more of total turnover of company [LineItems]	
Name of main product/service	Paper
Description of main product/service	paper
NIC code of product/service	4033
Percentage to total turnover of company	0.00%

Unless otherwise specified, all monetary values are in INR

	<b>01/04/2018 to 31/03/2019</b>
Disclosure in board of directors report explanatory [TextBlock]	Textual information (1) [See below]
Description of state of companies affair	Textual information (2) [See below]
Disclosure relating to amounts if any which is proposed to carry to any reserves	NIL
Disclosures relating to amount recommended to be paid as dividend	In absence of any production activities no operational profit was generated for recommendation of dividend for the financial year ended 31st March, 2018.
Details regarding energy conservation	Textual information (3) [See below]
Details regarding technology absorption	Textual information (4) [See below]
Details regarding foreign exchange earnings and outgo	Textual information (5) [See below]
Disclosures in director's responsibility statement	Textual information (6) [See below]
Details of material changes and commitment occurred during period affecting financial position of company	NIL
Particulars of loans guarantee investment under section 186 [TextBlock]	NIL
Particulars of contracts/arrangements with related parties under section 188(1) [TextBlock]	NIL
Details of contracts/arrangements/transactions not at arm's length basis [Abstract]	
Whether there are contracts/arrangements/transactions not at arm's length basis	No
Details of material contracts/arrangements/transactions at arm's length basis [Abstract]	
Whether there are material contracts/arrangements/transactions at arm's length basis	No
Disclosure of extract of annual return as provided under section 92(3) [TextBlock]	Textual information (7) [See below]
Details of principal business activities contributing 10% or more of total turnover of company [Abstract]	
Particulars of holding, subsidiary and associate companies [Abstract]	
Name of company	AGIO PAPER & INDUSTRIES LIMITED
Details of shareholding pattern of top 10 shareholders [Abstract]	
Disclosure of statement on declaration given by independent directors under section 149(6) [TextBlock]	Textual information (8) [See below]
Disclosure for companies covered under section 178(1) on directors appointment and remuneration including other matters provided under section 178(3) [TextBlock]	Textual information (9) [See below]
Disclosure of statement on development and implementation of risk management policy [TextBlock]	Textual information (10) [See below]
Details on policy development and implementation by company on corporate social responsibility initiatives taken during year [TextBlock]	Textual information (11) [See below]
Disclosure as per rule 8(5) of companies accounts rules 2014 [TextBlock]	
Disclosure of financial summary or highlights [TextBlock]	Textual information (12) [See below]
Disclosure of change in nature of business [TextBlock]	no material changes in nature of business
Details of directors or key managerial personnels who were appointed or have resigned during year [TextBlock]	Textual information (13) [See below]
Disclosure of companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during year [TextBlock]	nil
Details relating to deposits covered under chapter v of companies act [TextBlock]	nil
Details of deposits which are not in compliance with requirements of chapter v of act [TextBlock]	nil

Details of significant and material orders passed by regulators or courts or tribunals impacting going concern status and company's operations in future [TextBlock]	There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations
Details regarding adequacy of internal financial controls with reference to financial statements [TextBlock]	Textual information (14) [See below]
Disclosure of appointment and remuneration of director or managerial personnel if any, in the financial year [TextBlock]	Textual information (15) [See below]
Details of remuneration of director or managerial personnel [Abstract]	
Number of meetings of board	[pure] 13
Details of signatories of board report [Abstract]	
Name of director signing board report [Abstract]	

## Textual information (1)

### Disclosure in board of directors report explanatory [Text Block]

Dear Shareholders, BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Your directors have pleasure in presenting the 33rd Annual Report together with the Audited Statement of Accounts of Agio Paper & Industries Limited for the year ended March 31, 2018.

**1. SUMMARISED FINANCIAL HIGHLIGHTS**(Rs. in Lacs) Current Year Previous Year  
 Gross Turnover and other receipts 1,87,365 17,97,905  
 Profit / (Loss) before Exceptional Items and Depreciation (1,75,37,974) (1,42,10,274)  
 Less: Exceptional Items 3,21,95,140 -Profit/(Loss) Before Depreciation (4,97,33,114) (1,42,10,274)  
 Less: Depreciation 16,77,307 19,42,262  
 Profit / (Loss) Before Tax (5,14,10,421) (1,61,52,536)  
 Less: Provision for taxation (5596) 79051  
 Profit / (Loss) After Tax (5,14,10,421) (1,61,52,536)

**2. BUSINESS PERFORMANCE**The Operation of paper factory at Bilaspur is under suspension since 6th October, 2010 because of pollution control issues. Efforts are being made to comply with the norms and alternate means are also explored to start the factory along with new paper mill and power plant. In view of future plans and valuation of fixed Assets of the company, no impairment of fixed assets is envisaged by the management.

**3. FUTURE OUTLOOK**Being restricted by the Central Pollution Control Board's order the option of exploring other areas of business has always been in the mind of management till the restrictions are lifted. The company is constantly envisaging the avenues related to generation of energy from renewable resources.

**4. DIVIDEND**In absence of any production activities no operational profit was generated for recommendation of dividend for the financial year ended 31st March, 2018.

**5. SHARE CAPITAL**The paid up Equity Share Capital as on March 31, 2018 was Rs.16.12 crores and Preference Share Capital is Rs. 31.97 Crores. During the year ended 31st March, 2018 the company has issued total 6,28,000 10% non-cumulative redeemable preference shares of Rs. 100 each on private placement basis as approved by the shareholders in the AGM held on 13th June, 2016 and on 10th July, 2017.

**6. CREDIT FACILITIES**The Company has repaid all the Loans taken from Allahabad Bank during the F.Y. 2017-2018. The Company has not taken any further Secured Loans. The company is now a debt free company with no debts existing to Banks or Financial Institutions.

**7. ECONOMIC SCENARIO AND OUTLOOK**As Financial Year 2017-18 (FY18) has drawn to a close, it is worth taking a look at India's economic performance over what has been quite an interesting period. While the first quarter of the year saw the impact of demonetisation settling down, in the next quarter, introduction of the landmark Goods and Services Tax (GST) brought in some uncertainties as businesses adjusted to the new regime. This did not take long, and from the third quarter onwards, signs of growth returning were evident.

In the coming financial year, we can expect that global economic activity continues to strengthen, global growth is forecast to grow by 3.9% during 2018 as per the International Monetary Fund's (IMF) January 2018 World Economic Outlook. The IMF expects India to grow at 7.4% during 2018 which could increase further to 7.8% during 2019 in contrast to 6.7% during 2017.

The Economic Survey for 2017-18 pegs the figure at 7-7.5% for the financial year ahead.

**8. PAPER INDUSTRY OUTLOOK AND OPPORTUNITIES**The paper industry in India has become more promising as the domestic demand is on the rise. Increasing population and literacy rate, growth in GDP, improvement in manufacturing sector and lifestyle of individuals are expected to account for the growth in the paper industry of India. Many of the existing players are increasing their capacity to meet the growing demand. The focus of paper industry is now shifting towards more eco-friendly products and technology. Government of India has established rules and regulations to control the population and degradation of forest. These measures taken by the government has brought the significant changes in the paper industry of India. According to CARE Ratings Paper Industry Research, paper demand is expected to grow at a CAGR of 6.6% and reach 18.5 million tonnes in 2018-19. The management is well aware of this potential and is in all interests to make gain for the company and its stakeholders from the same.

**9. CORPORATE SOCIAL RESPONSIBILITY**Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

**10. HUMAN RESOURCE**The well disciplined workforce who has served the company for three decades lies at the very foundation of the company's major achievements and this trend is set to continue. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principal of rewarding performance.

**11. BUSINESS RISK MANAGEMENT**The prudent principles of risk minimization no longer are an option but have become a compulsion these days. In keeping with these norms the board took a well informed decision to initiate the procedure and thereafter formally adopted steps for framing, implementing and monitoring the risk management plan for the company. The objective of this policy is ensuring stability of business and its sound growth and also to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In accordance with newly introduced Regulation 17(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Board ensures adherence and continuation of such risk management policy. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

**12. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**The system of internal control established is commensurate with the size and nature of business. Detailed procedures are in place to ensure all assets are

safeguarded and protected against loss and all transactions are authorized, recorded and reported properly. The internal control system are monitored and evaluated by internal auditors and their reports are reviewed by the audit committee. . Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.13. VIGIL MECHANISM / WHISTLE BLOWER POLICY Pursuant to Section 177 of the Companies Act, 2013 the Company has complied with the laws and the codes of conduct applicable to it and has ensured that the business is conducted with integrity and accordingly the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.14. SEXUAL HARASSMENT POLICY The Company has also framed a policy on prevention of Sexual Harassment of Women at Workplace which commits to provide a workplace that is free from all forms of discrimination, including sexual harassment. As per the Policy, any complaint received shall be forwarded to an Internal Complaint Committee ("ICC") formed under the Policy for redressal. The investigation shall be carried out by ICC constituted for this purpose. There was no such complaint during the year.15. DIRECTORS & COMMITTEES During the year under review, Mr. Sheo Shankar Joshi (DIN: 01180895) has resigned from the post of the Non-Executive Independent Director w.e.f. 21st March, 2018 and Mr. Neeraj Kichlu (DIN: 05156014) was appointed as the Additional Non-Executive Independent Director w.e.f. 21st March, 2018, whose appointment is proposed for regularization at the ensuing Annual General Meeting of the Company. Mr. Saikat Ghosh has also tendered his resignation from the post of Company Secretary/Compliance Officer after the close of office hours on 28th February, 2018. All Independent directors have given declaration that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and regulation 16(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In accordance with the provisions of Companies Act, 2013, Mr. Ankit Jalan (DIN: 02577501), Executive Director will retire by rotation and being eligible offers himself for re-appointment.16.1 BOARD EVALUATION Pursuant to the provisions of companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.16.2 REMUNERATION POLICY The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their Remuneration. The Remuneration Policy is stated in the Corporate Governance Report.16.3 MEETINGS During the year Thirteen Board Meetings and one Independent Directors' meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies

Act, 2013 and listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 were adhered to while considering the time gap between two meetings.16.4 AUDIT COMMITTEEThe company is having an audit committee comprising of the following directors:

Name	Status	Category	Mr. Kamal Kumar Khetawat Chairman Non Executive & Independent Director	Mr. Ankit Jalan Member Executive Director
Mr. Neeraj Kichlu*	Member Non Executive & Independent Director		*Mr. Neeraj Kichlu has been inducted as a member of the Committee w.e.f. 21.03.2018	

16.5 NOMINATION AND REMUNERATION COMMITTEEThe company is having a Nomination and Remuneration committee comprising of the following directors:

Name	Status	Category	Mr. Kamal Kumar Khetawat Chairman Non Executive & Independent Director	Mr. Neeraj Kichlu Member Non Executive & Independent Director	Mrs. Mohini Agarwal Member Non Executive & Independent Director
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\*Mr. Neeraj Kichlu has been inducted as a member of the Committee w.e.f. 21.03.2018

17. DIRECTORS' RESPONSIBILITY STATEMENTTo the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:a) that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;d) that the annual financial statements have been prepared on a going concern basis;e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.18. RELATED PARTY TRANSACTIONSThere were no material contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013.All Related Party Transactions in usual course were placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTSThere are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.20. AUDITORS20.1 STATUTORY AUDITORSAs per section 139 and other applicable provisions of the Companies Act, 2013 the Company has appointed M/s. Jitendra K Agarwal & Associates, Chartered Accountants (ICAI Registration No.: 318086E) as the Statutory Auditors of the Company, for a period of five years till the conclusion of 37th Annual General Meeting.20.2 SECRETARIAL AUDITORS Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Subhasish Bosu & Co. (CP No.:11469, FCS: 7277), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.20.3 INTERNAL AUDITORS M/S Ashish K Gupta & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.21. CORPORATE GOVERNANCEAs per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.22. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOThe information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure 2". 23. EXTRACT OF ANNUAL RETURNThe details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure 3".24. PARTICULARS OF EMPLOYEESThe information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended in respect of employees of the Company is as follows:The company has one Executive Director and due to financial constraints being faced by the company he has forgone remuneration. Further, no sitting fees has been paid to any director during the year.In terms of the amended rules the names of the top ten employees in terms of remuneration drawn are provided in "Annexure 4".The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are:a) Employed throughout the year Nilb) Employed for part of the year NilThe remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.25. IMPAIRMENT OF ASSETS & CAPITAL WORK-IN-PROGRESSThe paper plant was closed on 6th October, 2010 to fulfill certain pollution control measures. The management of the Company is not envisaging any impairment loss in the fixed assets and capital work in progress of the company as at the Balance Sheet Date as per the requirement of Ind AS 36 on "impairment of Assets". However in absence of certainty towards future plans of the company or a binding sale agreement at arm's length basis indicating the amount obtainable from the sale of fixed assets and capital work in progress. Thus, in view of the above the impact of Impairment on the financial Statements therefore could not be determined.

26. FINANCIAL VIABILITY OF COMPANYAs it has been pointed out in the statutory auditor's report that there has been 50% erosion of net worth due to closure of our mill. The management of the Company envisaged future strategic plan for the revival of the company including plan of infusing preferential capital in the next financial year.27. ACKNOWLEDGEMENTSThe company has been very well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation received from Employees, Dealers, Suppliers, Central and State Governments, Bankers and others associated with the Company.Your Directors wish to thank the banks, financial institutions, shareholders and business associates for their continued support and cooperation.We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.28. CAUTIONARY STATEMENTThe statements contained in the Board's Report and Management Discussion and Analysis contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations.Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.For and on behalf of the Board of Directors

Kolkata RASHMI RANJAN DEBETA ANKIT JALAN 25th August, 2018 (Chief Financial Officer) (Executive Director/CEO) (DIN: 02577501)

Annexure - 1

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 [Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To, The Members, Agio Paper & Industries Limited 41A, AJC Bose Road Suite No.505, 5th Floor Kolkata-700017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Agio Paper & Industries Limited (L21090WB1984PLC037968) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the Agio Paper & Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Agio Paper & Industries Limited ("the Company") for the financial year ended on 31st March, 2018 according to the provisions of: (i) The Companies Act, 2013 (the Act) and the rules made there under; (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment; (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (vi) The EPF & Misc. Provisions Act, 1952; We have examined compliance with the applicable clauses of the following: The Listing Agreements entered into by the Company with Bombay Stock Exchange; We have also examined that the company has taken due care to comply with the Secretarial Standards (SS) specified by the Institute of Company Secretaries of India namely - (i) SS-1 : Meetings of the Board of Directors and (ii) SS-2 : General Meetings;

as approved by the Ministry of Corporate Affairs vide letter no.1/3/2014/CL/I dated April 10, 2015, as per the requirement of the provisions of section 118(10) of the Companies Act, 2013.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Mr. Sheo Shankar Joshi, Non-Executive Independent Director has resigned w.e.f. 09.03.2018 and Mr. Neeraj Kichlu appointed as Non-Executive Independent Director (Additional Director) of the company for a period of 5 years w.e.f. 21.03.2018. Mr. Saikat Ghosh has resigned from the post of Company Secretary/Compliance Officer w.e.f 28th February, 2018. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent within due time, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. We further report that during the audit period the company



has not taken Major decisions in pursuance to section 180 of the Companies Act, 2013, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

CS Subhasis Bosu For Subhasis Bosu & Co. Company Secretaries FCS No.:7277 C P No.:11469

Place : Kolkata Date: 16th August, 2018 This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

Annexure A

To, The Members Agio Paper & Industries Limited 41A, AJC Bose Road Suite No.505, 5th Floor Kolkata-700017

Our report of even date is to be read along with this letter. 1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit. 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis. 6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kolkata Date : 16th day of April, 2018 Sd/- CS Subhasis Bosu For Subhasis Bosu & Co. Company Secretaries FCS No.:7277 C P No.:11469

ANNEXURE 2A. CONSERVATION OF ENERGY Power: a) Efforts made for conservation of energy :-(i) By controlling process parameters. (ii) Replacement of high capacity motor. (iii) Installation of energy saving lamps wherever possible in plant and colony. (iv) Replacing old pumps & motors by high efficiency Pumps & low power consumption motors. (v) By changing process pipe line system. b) Additional investment and proposal, if any: (i) Self power generation unit to overcome power tripping and breakdown in supply from Chhattisgarh State Electricity Board (CSEB). (ii) For better efficiency of Boiler and pollution free emission we are installing Electro Static Precipitator (ESP) in power plant. c) Impact of above measures on consumption of energy : Saving in consumption of electricity & steam. d) Capital investment on energy conservation equipments Capital investments were incurred previously but nothing during the previous year. e) Power & Fuel Consumption: Refer Form 'A' attached. B. TECHNOLOGY ABSORPTION Refer Form 'B' attached. C. FOREIGN EXCHANGE EARNING AND OUTGO

(Rs. In Lacs) 2017 - 18 2016 - 17 Earning: Export Outgo: Imports Outgo on repayment of unsecured loan Nil Nil Nil Nil Nil Nil

FORM A

A. POWER & FUEL CONSUMPTION1. ELECTRICITY:a) Chhattisgarh State Electricity BoardUnits (KWH in lacs)Total Amount (Rs. in lacs) Rate/KWH (In Rs.)b) Own Generationi) Through Diesel (KWH in lacs)ii) Through Steam Turbine Generator2. Coal:a) Grade E (ROM)Quantity (MT)Total Cost (Rs. in lacs)Average rateb) ROM (Washery)Quantity (MT)Total Cost (Rs. in lacs) Average rate3. RICE HUSKQuantity (MT)Total Cost (Rs. in lacs) Average rate4. CONSUMPTION PER UNIT OF PRODUCTIONElectricity (KWH/MT) Coal/Husk (MT/MT) 2017-18 2016-17

0.414.6011.36

0.446.5815.01 NIL FORM  
BTECHNOLOGY ABSORPTION :-I. RESEARCH AND DEVELOPMENT (R & D)Specific areas in which the Company carried out R & D  
:a) Installed Basis Weight Control Valve at paper machine.b) Fresh water consumption further reduced by recycling the machine back water at  
couch pit dilution, machine and pulp mill vacuum pumps.c) Installed 2 Nos. sludge press. Further we are going to install additional treatment  
before primary clarifier.d) Install ESP in power plant boiler.e) Further to reduce fresh water consumption, machine back water used in all vacuum  
pumps sealing water instead of fresh water.f) Installed black liquor recovery plant at ETP. 2nd filter press was commissioned.

Benefits derived as a result of above R & D :a) Control over the grammage variation of paperb) Fresh water consumption reduced and ETP load minimizedc) Reduced the SS load in primary clarifier also reduced the COD & BOD load.d) Emission in the air is negligible and maintains all emission parameters.e) Reduce fresh water consumption.f) Minimise black liquor storage problem and recovered lignin sludge for using as fuel alongwith coal in boiler.Future Plan of action:a) To improve quality of paper further to increase market share in printing segment.b) To install slotted pressure screen in paper machine to minimize dirt & specks and improve the paper cleanliness.c) To install Waste Paper Street with deinking facility for which black liquor and effluent load reduced.d) To install 1 no. B-2 thickness in machine back water system for recovery of black water fiber and reuse the back water.e) Installation of ESP in power plant boiler-reduce the Air pollution load in ambient.f) Minimum use of fresh water and recycling of such water.Expenses on R & D :a) Capital The development work is carried byb) Recurring the concerned department on anc) Total ongoing basis. The expenses andd) Total R & D expenditure the cost of assets are grouped under As a % of total turnover the respective heads.II. Technology absorption, adaptation and innovation :1. Efforts made towards technology absorption, adaptation and innovation:- Use of rice husk and low cost coal was introduced.2. Benefits derived as a result of above effortsThis will result in reduction in over all cost of coal consumption.

Annexure 3Form No. MGT-9EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2018 of AGIO PAPER & INDUSTRIES LIMITED [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### L. REGISTRATION AND OTHER DETAILS :

CIN L21090WB1984PLC037968	Registration Date 20.09.1984	Name of the Company Agio Paper & Industries Ltd.	Category / Sub-Category of the Company
Company having share capital	Address of the Registered Office and contact details 41A, AJC Bose Road, Suit No. 505, Kolkata - 700017	Tel No. : 033 6628 6654	Whether listed company Yes
Name, Address and contact details of Registrar & Transfer Agents (RTA), if any Maheshwari Datamatics Pvt. Ltd.	23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001	Tel No. : 033 2248 2248	II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY
All the business activities contributing 10% or more of the total turnover of the company shall be stated :-			

Sl No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Writing & Printing Paper	1701	Nil

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	None				2.

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)(i) Category-wise Share Holding

Category of Shareholders No. of Shares held at the beginning of the year as on 01.04.2017 No. of Shares held at the end of the year as on 31.03.2018 % Change during the year Demat Physical Total % of TotalShares Demat Physical Total % of TotalShares A.