



36th ANNUAL REPORT 2020-2021

CORPORATE INFORMATION

Board of Directors

Mr. Ankit Jalan - Executive Director
Mr. Suraj Narayan Jaiswal - Director
Mrs. Mohini Agarwal – Director
Mr. Malay Chakrabarty – Executive Director
Mr. Umesh Kumar Dhanuka - Director

Key Managerial Personnel

Mr. Ankit Jalan – CEO
Mrs. Rashmi Ranjan Debata – CFO
Mr. Rahul Agarwal-Company Secretary

Statutory Auditors

M/s. Lunia Singh Mohant &
Co
Chartered Accountants
Anupam Chambers
18, Giri Babu Lane,
Room No 1B, 1st Floor
Kolkata - 700 012

Secretarial Auditor

POOJA BANSAL.
Company Secretaries
Andul Halderpara Podrah
Howrah-711109

Bankers

Allahabad Bank
Axis Bank
State Bank of India

Registrar & Transfer Agent

Maheshwari Datamatics Pvt. Ltd.
23 R.N.Mukherjee Road 5th Floor
Kolkata – 700001

Ph.: (033) 22482248/5029

Registered Office

Agio Paper & Industries Ltd.
41A, AJC Bose Road
Suite No. 505, Kolkata - 700 017
Phone: +91-33-4063 0612
E-mail: ho@agiopaper.co.in

Mill

Village: Dhenka, P.O: Darrighat
Masturi, Bilaspur - 495 551
Chhattisgarh
Ph.: +91-7752-257 010
Fax: +91-7752-257 371

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NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Agio Paper & Industries Ltd. (CIN L21090WB1984PLC037968) will be held at **505, Diamond Prestige, 41A, AJC Bose Road, Kolkata - 700 017** on Saturday the 25th September, 2021 at 10:30 A. M. to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2021, together with the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Ankit Jalan (DIN 02577501) who retires by rotation and being eligible offers himself for re-appointment

3. **Appointment of Statutory Auditor:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification (s), clarification (s), exemptions or re-enactment thereof for the time being in force), **M/s Baid Agarwal Singhi & Co, Chartered Accountants, (FRN: 328671E)**, be and are hereby appointed as Statutory Auditors of the Company for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2026 at such remuneration, reimbursement of out of pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT any of the Board of Directors, be and are, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

Special Business:

4. **To Appoint Mr. Malay Chakraborty (DIN: 03106149) as a Whole Time Director of the Company:**

To consider and, if thought fit, pass the following Resolution with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196(3), 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) the consent of the Company be and is hereby accorded to the Appointment of Sri Malay Chakraborty (DIN: 03106149) as a Whole Time Director of the Company, for a period of 5 (Five) years with effect from 25th September, 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient or incidental for the purpose of giving effect to these resolutions.”

5. Issue of 10% Non-Cumulative Redeemable Preference Shares on Private Placement Basis

To consider and, if thought fit, pass the following Resolution with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42 read with rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 read along with Section 102 and section 108 read with rule 22 of The Companies (Management and Administration) Rules, 2014 and section 110, 117 and 179(3) and all other relevant provisions of the Companies Act, 2013(‘Act’), if any and the rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable laws (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’); the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include a duly constituted committee thereof and any person authorized by the Board in this behalf), person authorized by the Board in this behalf, the consent, authority and approval of the members of the Company, including confirmation of actions taken hitherto, be and is hereby accorded, to the Board to offer, Issue and allot by way of private placement offer letter, up to 10,00,000 (Ten Lakh only) 10% Non-Cumulative Redeemable Preference Shares (“NCRPs) of the face value of Rs. 100/- each aggregating to a value of upto Rs. 10,00,00,000 (Rupees Ten Crores Only) to M/s BENGAL ORION FINANCIAL HUB LIMITED (“BOFHL) on the following terms and conditions:

- a) The said Preference Shares shall carry preferential right to receive dividend at the rate of 10% per annum in the year in which the Company declares dividend and shall be Non-Cumulative Redeemable Preference Shares. The dividend in the year in which they are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
- b) Such Preference Shares shall be nomen clatured as "10% Non-Cumulative Redeemable Preference Shares" (NCRP).

- c) The said Preference shares shall be redeemable at the option of the company at any time on or after 1st April, 2023 but within 31st March, 2031 at Par.
- d) Such Preference Shares shall carry preferential right for redemption of the capital on the winding up the Company.
- e) The voting rights on such Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 whenever applicable.

“RESOLVED FURTHER THAT for giving effect to the aforesaid issue of NCRP to BOFHL, below mentioned documents placed before the Board initialed by the Chairman for identification thereof be and is hereby adopted:

- Valuation report of Mr. Rahul Bhutoria, Registered Valuer (Securities and Financial Assets) Regn No. IBBI/RV/03/2020/12937 for determining the price for NCRPs;
- Draft private placement offer cum application letter (PAS-4) together with an application form for inviting subscription for issue of 10,00,000 (Ten Lakh only) 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each aggregating to a value of upto Rs. 10,00,00,000 (Rupees Ten Crores Only) each at par to BOFHL on preferential basis.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution any of the Director of the Company be and is hereby authorized to take all such action and/or to give such directions and to do all such acts, deeds and things as may be considered necessary or desirable and to accept any modification(s) in terms of issue of preference shares as may be required by any statutory authority and to settle any question or difficulty that may arise with regards to the issue and allotment of preference shares and to alter, vary, add or delete any of terms/conditions thereof as they may deem expedient in the best interest of the Company.”

“RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or any of its directors and/ or officers and/ or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

Date: 31st August, 2021

Registered Office:

41A, AJC Bose Road
Suite No. 505
Kolkata – 700 017

By Order of the Board
For Agio Paper & Industries Limited

CIN: L21090WB1984PLC037968

Phone: (033) 66286654,

Email: ho@agiopaper.com,

Website: www.agiopaper.com

Whole Time Director
DIN: 03106149

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e., by 10:30 A. M. on 25th September, 2021.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from 18th September, 2021 to 25th September, 2021 (both days inclusive).
6. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No. 4 to 5 is Annexed hereto.
7. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier identification of attendance at the Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 days prior to the Meeting so that the required information can be made available at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrar M/s Maheshwari Datamatics Pvt. Ltd., 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700 001, Phone: 033 2243 5029/ 2248 2248, Fax: 033 2248 4787, E-mail: mdpldc@yahoo.com.
11. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the service of National Securities Depository Limited (NSDL) to provide the facility of electronic voting (e-voting) in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors has appointed Ms. Pooja Bansal Practicing Company Secretaries, as the Scrutinizer for this purpose

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial

Standard-2 on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide member's facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 22nd September, 2021 (9:00 AM) and ends on 24th September, 2021 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter at 5.00 p.m. on 24th September, 2021. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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: https://eservices.nsdl.com/ 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

	<p>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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID