



37th ANNUAL REPORT 2021-2022

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

Statutory Auditors M/s.

Baid Agarwal Singhi & Co.
Chartered Accountants
6 Lyons Range, Gate No.2
,1st Floor Kolkata-700001

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, Kolkata -
700 001 Ph.: (033) 2243
5809/5029

Registered Office

Agio Paper & Industries Ltd.
41A, AJC Bose Road
Suite No. 505, Kolkata - 700 017
Phone: +91-33-40630612
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 OF 37TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of Agio Paper & Industries Ltd. will be held at 505, Diamond Prestige, 41A, AJC Bose Road, Kolkata - 700 017 on Wednesday the 28th September, 2022 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 2022, 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.**

Special Business:

3. 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 nomenclature 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, 2024 but within 31st March, 2032 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: 3rd, September 2022

**By the Order of the Board
For Agio Paper & Industries Limited**

Sd/-

**Registered Office:
41A, AJC Bose Road
Suite No. 505 Kolkata – 700 017**

**Malay Chakraborty
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 28th September, 2022.
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 22nd September, 2022 to 28th September, 2022 (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. 3.
7. In terms of the provisions of Section 152 of the Act, Mr. Ankit Jalan retires by rotation at the Meeting. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 1 to 3 of the Notice.
8. 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.
9. 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.
10. 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.
11. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 40th Annual General Meeting of the Company, interalia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map and the Annual Report 2021-2022 are being sent only through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
12. 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.

13. 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 25th September, 2022 (9:00 AM) and ends on 27th September, 2022 (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 21st September, 2022, 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 25th September, 2022. 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.	<p>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 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</p>

	<p>“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> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	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.
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.

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?