

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
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Mobile : 98300-55689 / 98300-57689
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Website : www.aklabh.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

The Company Secretary
Agio Paper & Industries Limited
41A, A.J.C Bose Road
Suite No. 505
Kolkata - 700 017

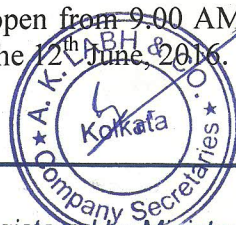
Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 31st Annual General Meeting of the members of “**Agio Paper & Industries Limited**” (“*Company*”) held on Monday, 13th June, 2016 at the Auditorium of Bengal National Chamber of Commerce & Industry, Bengal National Chamber House, 23, R. N. Mukherjee Road, Kolkata-700001 at 10.30 A.M. for the purpose of scrutinizing the e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, *as amended*, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 4th May, 2016. My responsibility as a scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services Limited (CDSL) and of voting through physical ballots as provided by M/s Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting / physical ballot facilities.

I submit my report as under:

1. The e-voting period remained open from 9:00 AM IST on Thursday, the 9th June, 2016 up to 5.00 PM IST on Sunday, the 12th June, 2016.



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- The Shareholders holding shares as on the "cut off" date, i.e. 6th June, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 4th May, 2016 of the Annual General Meeting of the Company.
- The votes were unblocked on Monday, the 13th June, 2016 around 2.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata – 700 021 who are not in employment of the Company.
- Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of CDSL (<https://www.evotingindia.com>)
- The result of the e-voting [EVSN : 160505008] is as under:

<A> **ORDINARY BUSINESS:**

a) Resolution 1

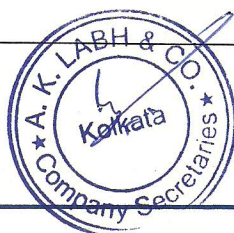
To consider & adopt the audited Financial Statements of the Company for the year ended 31.03.2016 together with the report of the Directors' and Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13258108	13258108	0

b) Resolution 2

To appoint a director in place of Shri Ankit Jalan (DIN : 02577501) who retires by rotation and being eligible offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13258108	13258108	0



**c) Resolution 3****Type of Resolution: Ordinary Resolution*****Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2016-2017***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13258108	13258108	0

** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution: Special Resolution*****Increase in the Authorised Share Capital of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13258108	13258108	0

e) Resolution 5**Type of Resolution: Special Resolution*****Issue of 10% Non-Cumulative Redeemable Preference Shares on Private Placement basis***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13258108	13258108	0





6. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
7. The result of the voting through ballot forms are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To consider & adopt the audited Financial Statements of the Company for the year ended 31.03.2016 together with the report of the Directors' and Auditors' thereon

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1176	872	304

b) Resolution 2

To appoint a director in place of Shri Ankit Jalan (DIN : 02577501) who retires by rotation and being eligible offers himself for re-appointment

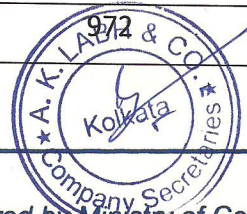
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1076	872	204

c) Resolution 3

Type of Resolution: Ordinary Resolution

Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2016-2017

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1076	972	104



** SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution: Special Resolution*****Increase in the Authorised Share Capital of the Company***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1076	972	104

e) Resolution 5**Type of Resolution: Special Resolution*****Issue of 10% Non-Cumulative Redeemable Preference Shares on Private
Placement basis***

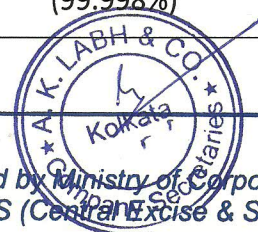
<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1076	872	204

8. Thus, the combined result of the e-voting [EVSN : 160505008] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To consider & adopt the audited Financial Statements of the Company for the year ended 31.03.2016 together with the report of the Directors' and Auditors' thereon

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
13259284	13258980 (99.998%)	304 (0.002%)



**b) Resolution 2**

To appoint a director in place of Shri Ankit Jalan (DIN : 02577501) who retires by rotation and being eligible, offers himself for re-appointment

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13259184	13258980 (99.998%)	204 (0.002%)

c) Resolution 3

Type of Resolution: Ordinary Resolution

Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2016-2017

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13259184	13259080 (99.999%)	104 (0.001%)

 SPECIAL BUSINESS:

d) Resolution 4

Type of Resolution: Special Resolution

Increase in the Authorised Share Capital of the Company

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13259184	13259080 (99.999%)	104 (0.001%)



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e) Resolution 5

Type of Resolution: Special Resolution

Issue of 10% Non-Cumulative Redeemable Preference Shares on Private Placement basis

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
13259184	13258980 (99.998%)	204 (0.002%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries


(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 13.06.2016

Witness :

1. 

(Narayan Chandra Saha)
108, Sarat Chatterjee Road,
Howrah - 711 102

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2. *Raju Chowdhury* .

(*Raju Chowdhury*)
The C.A.B. Dr. B. C. Roy Club House,
Eden Gardens, Kolkata – 700 021

Verified the contents and received the Report of the Scrutinizer.
For Agio Paper & Industries Limited

(Saikat Ghosh)
Company Secretary