

# 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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## **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,**  
**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 30<sup>th</sup> Annual General Meeting of the members of “*Agio Paper & Industries Limited*” (“*Company*”) held on Saturday, 30<sup>th</sup> May, 2015 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 25<sup>th</sup> April, 2015. 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 10.00 AM IST on Tuesday, the 26<sup>th</sup> day of May, 2015 up to 5.00 PM IST on Friday, the 29<sup>th</sup> May, 2015.



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Website : www.aklabh.com

2. The Shareholders holding shares as on the "cut off" date, i.e. 23<sup>rd</sup> May, 2015 were entitled to vote on the proposed 11 (Eleven) resolutions as mentioned in the notice dated 25<sup>th</sup> day of April, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Saturday, the 30<sup>th</sup> day of May, 2015 around 4.00 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.
4. 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>)
5. The result of the e-voting [EVSN : 150505003] is as under:

<A> **ORDINARY BUSINESS:**

**a) Resolution 1**

***To consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 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
1,32,61,583	1,32,61,583	0

**b) Resolution 2**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,583	0



**c) Resolution 3**

***Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2015-2016***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,583	0

**<B> SPECIAL BUSINESS:****d) Resolution 4**

**Type of Resolution: Special Resolution**

***Re-appointment of Shri Ankit Jalan (DIN : 02577501) as Whole Time Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,583	0

**e) Resolution 5**

**Type of Resolution: Ordinary Resolution**

***Confirmation of Appointment of Smt Sudha Dhanuka (DIN : 06417787) as Director of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,583	0



**f) Resolution 6****Type of Resolution: Ordinary Resolution****To Appoint Smt Sudha Dhanuka (DIN : 06417787) as Woman/Independent Director of the Company**

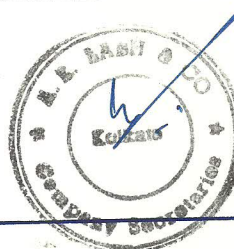
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,583	0

**g) Resolution 7****Type of Resolution: Special Resolution****Reclassification of Share Capital**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,483	100

**h) Resolution 8****Type of Resolution: Special Resolution****Increase in the Authorized share Capital of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,61,583	1,32,61,483	100



**i) Resolution 9****Type of Resolution: Special Resolution*****Adoption of new set of Articles of Association 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>
1,32,61,583	1,32,61,483	100

**j) Resolution 10****Type of Resolution: Special Resolution*****Issue of 10% Non-cumulative Redeemable Preference Shares on Private Placement Basis***

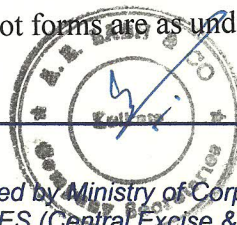
<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1,32,61,583	1,32,61,483	100

**k) Resolution 11****Type of Resolution: Special Resolution*****Approval of Related Party Transaction***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
1,32,61,583	1,32,61,483	100

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 Financial Statements of the Company for the year ended 31.03.2015 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
2,210	1995	215

**b) Resolution 2**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2210	2200	10

**c) Resolution 3**

*Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2015-2016*

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2210	2123	87



**<B> SPECIAL BUSINESS:****d) Resolution 4****Type of Resolution: Special Resolution****Re-appointment of Shri Ankit Jalan (DIN : 02577501) as Whole Time Director of the Company**

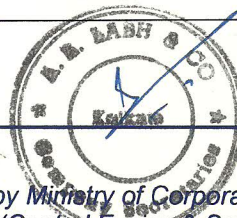
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2,210	2200	10

**e) Resolution 5****Type of Resolution: Ordinary Resolution****Confirmation of Appointment of Smt Sudha Dhanuka (DIN : 06417787) as Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2,210	2,148	62

**f) Resolution 6****Type of Resolution: Ordinary Resolution****To Appoint Smt Sudha Dhanuka (DIN : 06417787) as Woman/Independent Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2,210	2,123	87



**g) Resolution 7****Type of Resolution: Special Resolution*****Reclassification of Share Capital***

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast against</i>
2,210	2,050	160

**h) Resolution 8****Type of Resolution: Special Resolution*****Increase in the Authorized 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>
2,210	1,900	310

**i) Resolution 9****Type of Resolution: Special Resolution*****Adoption of new set of Articles of Association 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>
2,210	2,095	115





**j) Resolution 10****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
2,210	2,043	167

**k) Resolution 11****Type of Resolution: Special Resolution*****Approval of Related Party Transaction***

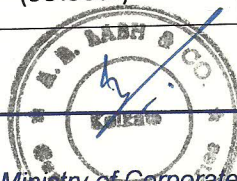
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
2,210	1,595	615

8. Thus, the combined result of the e-voting [EVSN : 150505003] and votes casted through physical ballot papers distributed at the venue are as under:

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

***To consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 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
1,32,63,793	1,32,63,578 (99.99%)	215 (0.01%)



**b) Resolution 2**

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

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,783 (99.99%)	10 (0.01%)

**c) Resolution 3**

**Ratification of the re-appointment of M/s Singhi & Co., statutory auditors for the Financial Year 2015-2016**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,706 (99.99%)	87 (0.01%)

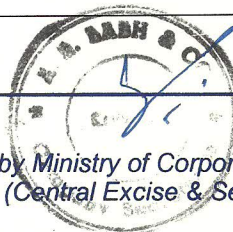
<B> **SPECIAL BUSINESS:**

**d) Resolution 4**

**Type of Resolution: Special Resolution**

**Re-appointment of Shri Ankit Jalan (DIN : 02577501) as Whole Time Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,783 (99.99%)	10 (0.01%)



**e) Resolution 5****Type of Resolution: Ordinary Resolution****Confirmation of Appointment of Smt Sudha Dhanuka (DIN : 06417787) as Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,731 (99.99%)	62 (0.01%)

**f) Resolution 6****Type of Resolution: Ordinary Resolution****To Appoint Smt Sudha Dhanuka (DIN : 06417787) as Woman/Independent Director of the Company**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,706 (99.99%)	87 (0.01%)

**g) Resolution 7****Type of Resolution: Special Resolution****Reclassification of Share Capital**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,533 (99.99%)	260 (0.01%)



**h) Resolution 8****Type of Resolution: Special Resolution*****Increase in the Authorized share Capital of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,383 (99.99%)	410 (0.01%)

**i) Resolution 9****Type of Resolution: Special Resolution*****Adoption of new set of Articles of Association of the Company***

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,578 (99.99%)	215 (0.01%)

**j) Resolution 10****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
1,32,63,793	1,32,63,526 (99.99%)	267 (0.01%)



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DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



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## k) Resolution 11

**Type of Resolution: Special Resolution**

**Approval of Related Party Transaction**

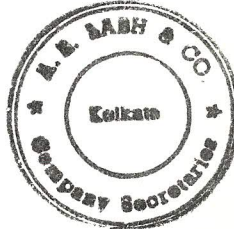
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast against
1,32,63,793	1,32,63,078 (99.99%)	715 (0.01%)

9. All the resolutions proposed hereinabove have been passed with requisite majority.
10. The Registers, physical ballots and all relevant records relating to electronic voting and ballot papers are duly returned herewith.

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: 01.06.2015

**Verified the contents and received the Report of the Scrutinizer.**

For Agio Paper & Industries Limited

  
(Saikat Ghosh)  
Company Secretary