



35th ANNUAL REPORT 2019-2020

CORPORATE INFORMATION

Board of Directors

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

Key Managerial Personnel

Mr. Ankit Jalan – CEO
Mrs. Rashmi Ranjan Debata – CFO

Statutory Auditors

M/s. J K V S & Co.
Chartered Accountants
5-A, Nandalal Jew Road
Kolkata - 700 026

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.
6 Mangoe Lane, 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: +91-33-66044834
E-mail: ho@agiopaper.com

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 Fifth 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 Tuesday the 29th September, 2020 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 2020, together with the Report of the Directors and Auditors' thereon.
2. **Appointment of Statutory Auditor to fill casual vacancy:**

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 **Lunia Singh Mohanty & Co**, Chartered Accountants, (FRN: 323912E), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. J K V S & Co, Chartered Accountants, Kolkata, having FRN.: 318086E.

RESOLVED FURTHER THAT M/s. **Lunia Singh Mohanty & Co.**, Chartered Accountants, having FRN.: 323912E, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 29th August, 2020, until the conclusion of the ensuing 35th Annual General Meeting of the Company, at such remuneration as may be mutually agreed with the Board of Directors.”.

“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 Lunia Singh Mohanty & Co**, Chartered Accountants (FRN: 323912E), be and hereby appointed as an Auditor of the Company, for a term of (1) One year from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting, at such remuneration as mutually agreed by the Board of Directors the Company

Special Business:

3. **To appoint Mr. Suraj Narayan Jaiswal (DIN: 08535572) as an Independent Director of the Company:**

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

“**RESOLVED THAT** Mr. Suraj Narayan Jaiswal (DIN: 08535572), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from 18th October, 2019, to hold office up to the date of this Meeting, be and is hereby appointed a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification or re-enactment thereof for the time being in force), the appointment of Mr. Suraj Narayan Jaiswal (DIN: 08535572) as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 18th October, 2019 be and is hereby approved.”

29th August, 2020

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

CIN: L21090WB1984PLC037968
Phone: (033) 66286654,
Email: ho@agiopaper.com,
Website: www.agiopaper.com

By Order of the Board
For Agio Paper & Industries Limited

Whole Time Director

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 27th September, 2020.
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 23rd September, 2020 to 29th September, 2020 (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 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 26th September, 2020 (9:00 AM) and ends on 28th September, 2020 (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 22nd September, 2020, 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 28th September, 2020. 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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step-1 is mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holds shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on **“Forgot User Details / Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.

“Physical User Reset Password?” you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.

If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number / folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pujab35@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details / Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of

www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September 2020.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA at mdpldc@yahoo.com.

If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at 022 2499 4738 (Mr. Rajiv Ranjan) or at the toll free no.: 1800-222-990.

4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
7. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
8. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.agiopaper.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where shares of the Company are listed.
9. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("THE ACT")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item no. 3:

Mr. Suraj Narayan Jaiswal (DIN: 08535572) was appointed by the Board at its meeting held on 18th October, 2019 as an Additional Non – Executive Independent Director of the Company. His appointment is to be regularized in the Annual General Meeting of the Company.

The Company has received from Mr. Suraj Narayan Jaiswal (i) consent in writing to act as Non-Executive Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) Of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Mr. Suraj Narayan Jaiswal as a Non – Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. 18th October, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Suraj Narayan Jaiswal proposed to be appointed, as a Non – Executive Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made hereunder and also the provisions as laid down in SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and he is independent.

The Board recommends to pass this resolution as an Ordinary Resolution.

The nature of concern or interest, financial or otherwise, if any, in respect of each items of—

(i) Every Director: The directors of the company do not have any financial interest in the above item and are only interested to the extent of their shareholding in the company.

(ii) Every other key managerial personnel: NA

(iii) Relatives of the persons mentioned in (i) and (ii): N.A.

BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your directors have pleasure in presenting the 35th Annual Report together with the Audited Statement of Accounts of Agio Paper & Industries Limited for the year ended March 31, 2020.

1. SUMMARISED FINANCIAL HIGHLIGHTS

(Rs.in lakh)

	Current Year	Previous Year
Gross Turnover and other receipts	0.39	1.16
Profit / (Loss) before Exceptional Items and Depreciation	(154.86)	(184.79)
Less: Exceptional Items	-	650.17
Profit/(Loss) Before Depreciation	(146.79)	(825.21)
Less: Depreciation	8.08	9.75
Profit / (Loss) Before Tax	(154.86)	(834.96)
Less: Provision for taxation	-	-
Profit / (Loss) After Tax	(154.86)	(834.96)

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, 2020.

5. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was Rs.16.12 crores and Preference Share Capital is Rs. 32.57 Crores. During the year ended 31st March, 2020 the company has not issued any Share.

6. CREDIT FACILITIES

The company is debt free with no debts existing to Banks or Financial Institutions.

7. ECONOMIC SCENARIO AND OUTLOOK

In 2020-21 fiscal year ending March 2020, Indian economy is estimated to Contract by 4 per cent, Economic Growth slowed to 4.2 Per Cent in the whole of the last fiscal year 2019-20. The government is in fact taking a lot of measures to strengthen the corporate structure of the country and bringing more transparency in the corporate governance standards.

Indian economy is expected to contract by 4 per cent in calendar year 2020 and 2021, and the government spending announced ahead of elections this year which will support near-term growth.

Details of Significant changes in Key financial Ratios: As per the requirement of the guidelines any change in the key financial ratios of 25% or more are to be disclosed in the Corporate Governance Report. During the period under review no such change has occurred in the company.

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.

Imports of paper and paper products displayed an increasing trend till FY17 but subsequently declined in FY18. The growth in overall imports has been 13.7% for the FY05-FY17 period and 11.3% for the FY05-FY18 period. YTD FY19 imports have also been subdued fell by 11.7% to 2,761 thousand tonnes and increased by 8.6% in value terms to Rs 183.3bn. The decline in quantitative terms is expected to sustain for overall FY19 in the near term as the increase in international pulp price made imports costlier thereby changing the cost economics in favour of domestic paper. Paper and paper products exports grew by 51.5% to 1,599.7 thousand tonnes and by 52.4% to Rs 113.2bn for the April -January 2020 period as compared to the year ago period.

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 RESOURCES

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 proactive 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 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 as well as Internal Financial Controls over Financials which are established are 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.

A	Number of Complaints Filed during the FY	0
B	Number of Complaints Disposed of during the FY	0
C	Number of Complaints pending as on the end of the FY	0

15. DIRECTORS & COMMITTEES

During the year under review, Mr. Kamal Kumar Khewat (DIN: 00438830) has resigned from the post of the Non-Executive Independent Director w.e.f. 18th October, 2019 and Mr. Suraj Narayan Jaiswal (DIN: 08535572) is appointed as the Additional Non Executive Independent Director w.e.f. 29th June, 2020, whose appointment is proposed for regularization at the ensuing Annual General Meeting of the company.

Mr. Mayank Murarka has also tendered his resignation from the post of Company Secretary/Compliance Officer after the close of office hours on 8th July, 2020. He was appointed in the same capacity on 25th September, 2019.

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. 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.

17. 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.

18. MEETINGS

During the year Ten 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time were adhered to while considering the time gap between two meetings.

19. AUDIT COMMITTEE

The 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
Mrs. Mohini Agarwal	Member	Non Executive & Independent Director

20. NOMINATION AND REMUNERATION COMMITTEE

The 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. Umesh Kumar Dhanuka*	Member	Non Executive & Independent Director
Mrs. Mohini Agarwal	Member	Non Executive & Independent Director

*Mr. Umesh Kumar Dhanuka has been inducted as a member of the Committee w.e.f. 01.02.2020

21. DIRECTORS' RESPONSIBILITY STATEMENT

To 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, 2020, 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.

There 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. Further, there were no Related Party transactions with the Promoters of Promoters Group who hold more than 10% Shareholding or Voting rights in the company.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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.

24. AUDITORS

STATUTORY AUDITORS

During the year M/s J K VS & CO, Chartered Accountants (ICAI Registration No.: 318086E) has tendered their resignation before their term of expiry due to pre-occupation of other work.

As per section 139(8) of the Companies Act, 2013 M/s Lunia Singh Mohanty & Co, Chartered Accountants, (FRN: 323912E), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. J K V S & Co, Chartered Accountants, Kolkata, having FRN.: 318086E

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 Miss Pooja Bansal (CP No.: 18524, ACS: 50458), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as '**Annexure 1**'.

Remarks: The remark given by the Secretarial Auditor is well noted and it was clarified that in absence of any Company Secretary this delay occurred.

INTERNAL AUDITORS

M/s. V. SETHIA & CO, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

COST AUDITORS

Appointment of Cost Auditors and maintenance of Cost Records is not applicable to the Company.

25. CORPORATE GOVERNANCE

As per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time 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.

26. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The 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**".



27. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT - 9 is annexed herewith as "**Annexure 3**" as well as it is disclosed on the website of the company on the following link <http://agiopaper.com/Compliance.html>.

28. PARTICULARS OF EMPLOYEES

The 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 Two Executive Directors and due to financial constraints being faced by the company the Whole Time Director has forgone remuneration. The Remuneration of the other Executive Director is disclosed in detail in the Extract of Annual Return in form MGT-9 of the Company. 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 Nil
- b) Employed for part of the year Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

29. IMPAIRMENT OF ASSETS & CAPITAL WORK-IN-PROGRESS

The paper plant was closed on 6th October, 2010 to fulfill certain pollution control measures. The management of the Company has disposed off its entire plant & machinery and substantial portion of CWIP during the last year. The management of the company is considering various alternative business plans to utilize the remaining PPE of the company. Further, the management does not for see any impairment in the remaining PPE of the company.

30. FINANCIAL VIABILITY OF COMPANY

The financial viability of the company is totally dependent on the ability of the company to infuse funds into the company.

31. ACKNOWLEDGEMENTS

The 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.

32. CAUTIONARY STATEMENT

The 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

14th July 2020

**RASHMI RANJAN
DEBETA
(CFO)**

PAN: ALSPD3810E

**ANKIT JALAN
(Executive Director)**

DIN:02577501

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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 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, 2020 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 Unified Listing Agreement 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- : General Meetings;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except for the timely filings to be made by the company on BSE Listing Portal for appointment of Company Secretary.*

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. Kamal Kumar Khetawat, Non-Executive Independent Director has resigned w.e.f. 18.10.2019 and Mr. Suraj Narayan Jaiswal appointed as Non-Executive Independent Director (Additional Director) of the company for a period of 5 years w.e.f. 29.06.2020. Mr. Mayank Murarka was appointed as the Company Secretary/Compliance Officer w.e.f.28.09.2019 and he resigned from that position on 31.03.2020.

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.

Place: Kolkata

For Pooja Bansal

Date: 14.07.2020

Company Secretaries

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.

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: 14.07.2020

**For Pooja Bansal
Company Secretaries**

**Pooja Bansal
Proprietor
C.P. – 18524
ACS No - 50458**

A. 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)

	2019 – 20	2018 – 19
Earning: Export	Nil	Nil
Outgo: Imports	Nil	Nil
Outgo on repayment of unsecured loan	Nil	Nil

FORM A

	2019-20	2018-19
A. POWER & FUEL CONSUMPTION		
1. ELECTRICITY:		
a) Chhattisgarh State Electricity Board		
Units (KWH in lacs)	0.37	0.43
Total Amount (Rs. in Lacs)	4.09	4.72
Rate/KWH (In Rs.)	11.15	11.10
b) Own Generation		
i) Through Diesel (KWH in Lacs)	NIL	NIL
ii) Through Steam Turbine Generator	NIL	NIL
2. Coal:		
a) Grade E (ROM)		
Quantity (MT) Total	NIL	NIL
Cost (Rs. In Lacs)	NIL	NIL
Average rate	NIL	NIL
b) ROM (Washery)		
Quantity (MT) Total	NIL	NIL
Cost (Rs. in Lacs)	NIL	NIL
Average rate	NIL	NIL
3. RICE HUSK Quantity		
(MT) Total Cost (Rs. In Lacs)	NIL	NIL
Average rate	NIL	NIL
4. CONSUMPTION PER UNIT OF PRODUCTION		
Electricity (KWH/MT)		
Coal/Husk (MT/MT)	NIL	NIL
	NIL	NIL

FORM B

TECHNOLOGY ABSORPTION:-

I. RESEARCH AND DEVELOPMENT (R & D)

Specific areas in which the Company carried out R & D:

In the current year the company has not undertaken any Research & Development Work as the plant is shut down as a result of orders from relevant authority.

Future Plan of action:

- a) Installation of ESP in power plant boiler-reduce the Air pollution load in ambient.
- b) Minimum use of fresh water and recycling of such water.

Expenses on R & D:

- | | | |
|---|--|--|
| a) Capital | | The development work is carried by the concerned department on an ongoing basis. The expenses and the cost of assets are grouped under the respective heads. |
| b) Recurring | | |
| c) Total | | |
| d) Total R &D expenditure
As a % of total turnover | | |

II. Technology absorption, adaptation and innovation :

NIL

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2020 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]

I. 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, Suite 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-

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

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-Apr-2019]				No of Shares held at the end of the year [As on 31-Mar-2020]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	115468	-	115468	0.7161	115468	-	115468	0.7161	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	2938194	-	2938194	18.2209	2938194	-	2938194	18.2209	-
e) Banks/FI									
f) Any other									
Sub-total (A)(1)	3053662	-	3053662	18.9370	3053662	-	3053662	18.9370	-
(2) Foreign									
a) NRIs - Individuals	7195868	-	7195868	44.6244	7195868	-	7195868	44.6244	-
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	7195868	-	7195868	44.6244	7195868	-	7195868	44.6244	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	10249530	-	10249530	63.5614	10249530	-	10249530	63.5614	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	6600	6600	0.0409	-	6600	6600	0.0409	-
b) Banks/FI	100	200	300	0.0019	100	200	300	0.0019	-
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-total(B)(1)-	100	6800	6900	0.0428	100	6800	6900	0.0428	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	293611	22150	315761	1.9582	294313	22150	316463	1.9625	0.0043
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1107308	749253	1856561	11.5133	1117882	747553	1865435	11.5683	0.0550
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3637609	-	3637609	22.5583	3637609	-	3637609	22.5583	0.0000
c) Others (Specify)									
Non Resident Indians	9363	-	9363	0.0581	9563	-	9563	0.0593	0.0012
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	9776	-	9776	0.0606	-	-	-	-	-0.0606
Trusts	39900	-	39900	0.2474	39900	-	39900	0.2474	0.0000
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority									
Sub-total(B)(2)-	5097567	771403	5868970	36.3959	5099267	769703	5868970	36.3958	-0.0001
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5097667	778203	5875870	36.4387	5099367	776503	5875870	36.4386	-0.0001
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	15347197	778203	16125400	100.0000	15348897	776503	16125400	100.0000	0.0000

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Murari Lal Jalan	7195868	44.6244	Nil	7195868	44.6244	Nil	Nil
2	ArrowSyntex Pvt. Ltd.	2938194	18.2209	Nil	2938194	18.2209	Nil	Nil
3	Ankit Jalan	115468	0.7161	Nil	115468	0.7161	Nil	Nil
	Total	10249530	63.5614		10249530	63.5614		

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year Murari Lal Jalan Arrow Syntex Pvt. Ltd. Ankit Jalan	7195868 2938194 115468	44.6244 18.2209 0.7161	7195868 2938194 115468	44.6244 18.2209 0.7161
	Data wise Increase / Decrease in Promoters Shareholding during the Years specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year Murari Lal Jalan Arrow Syntex Pvt. Ltd. Ankit Jalan	7195868 2938194 115468	44.6244 18.2209 0.7161	7195868 2938194 115468	44.6244 18.2209 0.7161

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anand Purohit	1500000	9.3021	1500000	9.3021
2.	Bharat Mekani	1500000	9.3021	1500000	9.3021
3.	Subramanian P#	164590	1.0207	-	-
4.	Browna Business Ltd	100000	0.6201	100000	0.6201
5.	Mili Consultants & Investment Pvt. Ltd.	83348	0.5169	83348	0.5169
6.	Manish Singh	42197	0.2617	42197	0.2617
7.	Abhay Krishi Udyog Pvt Ltd	64525	0.4001	64525	0.4001
8.	Dinesh Kumar Muktilal Paldiwal	45290	0.2809	45290	0.2809
9.	Rekha Khetawat	41852	0.2595	41852	0.2595
10.	Custodian (Special Court) A/c Rasila Mehta/Sudhir S Mehta	39500	0.2450	39500	0.2450
11.	Subramanian P #	-	-	164590	1.0207

#Transfer of Shares on 08.11.2019

(ii) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Ankit Jalan					
	At the beginning of the year	115468	0.7161	115468	0.7161
	Data wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	115468	0.7161	115468	0.7161

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	8,20,20,000	16,62,138	8,36,82,138
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	8,20,20,000	16,62,138	8,36,82,138
Change in Indebtedness during the financial year				
• Addition	-	11,300,000	-	11,300,000
• Reduction	-	(52,75,000)	-	(52,75,000)
Net Change	-	60,25,000	-	60,25,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	8,80,45,000	16,62,138	8,97,07,138
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	8,80,45,000	16,62,138	8,97,07,138

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Malay Chakrabarty				
1.	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	2,05,350	-	-	-	2,05,350
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify.....	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	Total (A)	2,05,350	-	-	-	2,05,350
	Ceiling as per the Act					

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors					
	• Free for attending board/committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors					
	• Free for attending board/committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD / Manager /WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	90,000	2,12,088	2,12,088
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify	-	-	-	-
	Total		90,000	2,12,088	2,12,088

VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

Annexure 4

Information pursuant to Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended displaying the names of the top ten employees in terms of remuneration drawn:

Sr. No.	Name of employees	Designation	Remuneration (Rs.)
1.	Mayank Murarka	Company Secretary	90,000
2.	Rashmi Ranjan Debata	CFO	2,12,088
3.	Manjur Ali	Manager –Accounts	1,87,708
4.	Shashi Bhushan Sahay	Manager -Electrical	93,750
5.	Manoj Giri	Electrician	91,582
6.	Desh Kumar Armo	Driver	86,862
7.	Christopher David	Office Assistant	64,928
8.	Ashok Kumar Dubey	Executive Purchase	103,947

Kolkata

14th July, 2020RASHMI RANJAN
DEBETA

(CFO)

PAN: ALSPD3810E

ANKIT JALAN

(Executive Director)

DIN: 02577501

CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company

Corporate Governance is to put in place a system of checks and balances for the benefit of all stakeholders. It rests on the four cornerstones of fairness, transparency, accountability and responsibility. It extends beyond corporate law and encompasses the entire spectrum of functioning of a Company. The Corporate Governance is about commitment to values and integrity in directing the affairs of the Company and it is a collective responsibility of each of the three pillars of an enterprise - the board of directors, shareholders and management. The Company believes and is committed to and always strives for excellence through adoptions of good corporate governance which are founded upon the core values of adherence to the ethical business practices, delegations, responsibilities and accountabilities, honesty and transparency, empowerment, independent monitoring and environmental consciousness in the functioning of the management and the Board; true, complete and timely disclosures and compliance of law, ultimately resulting in maximizing shareholders' value and protecting the interest of the other stakeholders.

BOARD COMPOSITION

Size and Composition of Board of Directors Board of Directors

- The Company has 5 Directors of which 2 are Executive Directors and 3 are Non-Executive and Independent Directors and also a woman director who falls in the category of Non-Executive and independent director. The composition of the Board is in conformity with regulation 17 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 requirements.
- The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanship /Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of Private Limited Companies, section 8 companies, and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Name of the Director	Category	Attendance Particulars		No. of Directorship and other committee Membership/Chairmanship			No. of shares held in the Company as on 31.03.2020
		Board Meeting	Last AGM	Directorship	Committee Membership	Chairmanship	
Mr. Ankit Jalan	Executive Director, CEO	4	No	1	2	Nil	1,15,468
Mr. Kamal Kumar Khetawat*	Independent Director	6	Yes	1	2	2	Nil
Mrs. Mohini Agarwal	Independent Director	9	Yes	1	3	1	Nil
Malay Chakrabarty#	Independent Director	9	Yes	1	1	Nil	Nil
Umesh Kumar Dhanuka	Independent Director	9	Yes	1	1	Nil	Nil

*Resigned from the post of Director with effect from 02nd November, 2018. His positions in the Committees of the Board also ceased from that date.

None of the present directors are "Relative" of each other as defined in section 2 (77) of companies act, 2013 and Rule 4 of the companies (Specification of definitions details) Rule 2014.

Ten Board Meetings were held during the year and the gap between two meetings did not exceed four months.

The dates on which the Board Meetings were held are as follow:

-30 th May, 2019	-30 th October, 2019
-5 th June, 2019	-14 th November, 2019
-14 th August, 2019	-19 th December, 2019
-28 th August, 2019	-14 th February, 2020
-28 th September, 2018	-20 th March, 2020

During the year, information as mentioned in part A of schedule II of SEBI (Listing Obligations and Disclosures) Regulations, 2015 requirements has been placed before the Board for its consideration.

The company issued formal letters of appointment to Independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarization programmes are disclosed in the website of the company at the following link <http://www.agiopaper.com/Compliance.html>.

Code of Conduct for Board members and Senior Management.

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder. All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

BOARD COMMITTEES

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

AUDIT COMMITTEE

The audit committee is constituted in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures) Regulations, 2015 as amended from time to time and it continues to perform its tasks under the companies Act, 2013 as well as SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing, with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

Composition of Audit Committee and attendance of each Director during the meetings held in financial year 2019-20 are given below:

Name	Status	Category	No of Meetings Attended during the year 2019-20
Mr. Kamal Kumar Khetawat#	Chairman	Non Executive & Independent Director	2
Mr. Ankit Jalan	Member	Executive Director	4
Mrs. Mohini Agarwal*	Member	Non Executive & Independent Director	4

vacated as member of the Committee w.e.f. 18th October, 2019

* Appointed on the Committee w.e.f. 01st January, 2020

Four Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

- 30th May, 2019 - 14th August, 2019 - 30th October, 2019 - 14th February, 2020

The company secretary acts as the secretary to the committee.

NOMINATION AND REMUNERATION COMMITTEE

The remuneration committee was renamed and reconstituted as Nomination and Remuneration Committee at a board meeting held on 26.09.2014. The committee continues to perform its tasks under the companies Act, 2013 as well as SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

During the year 3 (Three) committee meetings were held which were chaired during the year by Mr. Kamal Kumar Khetawat who has been appointed as chairman.

The details of the composition of the Remuneration Committee are as under:

Name	Status	Category	No. of meeting during the year 2019-20	
			Held	Attended
Mr. Kamal Kumar Khetawat*	Chairman	Non Executive & Independent Director	3	0
Mr. Umesh Kumar Dhanuka	Member	Non Executive & Independent Director	3	3
Mrs. Mohini Agarwal	Member	Non Executive & Independent Director	3	3

* vacated as member of the Committee w.e.f. 18th October, 2019

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders / Investors Grievance committee was renamed and reconstituted as Stakeholders Relationship Committee at a board meeting held on 26.09.2014. The committee continues to perform its tasks under the companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:

The Committee performs following functions:

- Transfer/Transmission of shares
- Issue of Duplicate Share Certificates.
- Review of Share dematerialization and re-materialization.
- Monitoring the expeditious Redressal of Investor Grievances.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related to the shares.
- The committee meeting was held on 20.03.2020 and the committee meeting was chaired during the year by Mr. Mohini Agarwal who has been appointed as chairman. The details of the composition of the Remuneration Committee are as under:

The details of composition of the Committee are as under:

Name	Status	Category	No. of meeting during the year 2019-20	
			Held	Attended
Ankit Jalan	Member	Executive Director	1	0
Mohini Agarwal	Chairperson	Non Executive & Independent Director	1	1
Malay Chakrabarty	Member	Executive Director	1	1

Mr. Mayank Murarka, Former Company Secretary was the Compliance Officer during the year under review. He performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board. He also carried out his responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, R.B.I in respect of implementing laws rules and regulations, and directives of such authorities concerning investor service and complaints.

No complaints were received from the shareholders during the year.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 31, 2020, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

1. Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The Board hereby confirms that the Independent Directors on the Board of the Company fulfil all the desired requirements and are independent of the Management.
- d. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- e. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- f. In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director

- i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.

- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components. The fixed component shall comprise salary, allowances, perquisites, amenities and retire benefits. The variable component shall comprise performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
 - a. The relationship of remuneration and performance benchmarks is clear;
 - b. Balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - c. Responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and senior officers just below the board level) the Committee shall ensure / consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- II. The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, Individuals performance and current compensation trends in the market.
- III. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Company comprise of members who have the adequate knowledge about the running of the company and its market conditions.

In compliance with the Listing Regulations, the Board of Directors of the Company has identified the list of core skills / expertise / competencies of the Board of Directors in the context of the Company's business and its sector for effective functioning, which are currently available with the Board:

Marketing and Branding	Experience of accomplishing sales, understanding of market & consumers and contemporary marketing strategy.
Finance and Accounts	Leadership experience in handling financial management. Experience in manufacturing sector accounting.
Product Knowledge, Business Strategies and Planning	Knowledge of product, understanding of diverse business environment, changing socio-economic conditions and regulatory framework.
Regulatory Compliance, Governance and Stakeholders Management	Experience in developing governance practices, protecting and managing all stakeholders' interests in the Company.

UTILIZATION OF FUNDS

During the year the company has raised funds through Private Placement mode. The full amount is utilized towards working capital expenses and meeting other Legal and regulatory costs of the company.

RESIGNATION OF INDEPENDENT DIRECTOR

Mr. Kamal Kumar Khetawat (Non-Executive Independent Director) has resigned from the Board of Directors of the company w.e.f. 18.10.2019. The Director confirms that there is no material reason for his resignation apart from becoming busy in other assignments and being unable to dedicate time to future meeting of the Board of the Company.

PAYMENT TO AUDITORS

During the period under Review the Auditors of the Company have been paid the following remuneration:

Statutory Audit Fees	1,25,000
Certification of Quarterly Limited Review Report	1,00,000

CERTIFICATE FROM A PRACTICING COMPANY SECRETARY

A certificate in the prescribed format pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been received from the Practicing Company Secretary in relation to the fact that none of the Directors on the Board of Directors of the Company are Disqualified/Debarred for re-appointment or continuing as Directors of the Company.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

There 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 whenever it occurs are placed before the Audit Committee as also the Board for approval.

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

POLICY FOR PRESERVATION OF DOCUMENTS

In accordance with regulation 9 of SEBI (Listing Obligations and Disclosures) Regulations, 2015 the board has during the year adopted a policy for preservation of documents which has been uploaded on the website of the company.

POLICY FOR DETERMINATION OF MATERIALITY OF THE DISCLOSURE OF EVENTS & INFORMATION

In accordance with regulation 30 (4) of SEBI (Listing Obligations and Disclosures Regulations, 2015 a policy has been adopted regarding disclosures of any events or information which, in the opinion of the

Board of directors is material and the same is also available on the website of the company.

ARCHIVAL POLICY

In accordance with regulation 30 (8) of SEBI (Listing Obligations and Disclosures) Regulations, 2015 an archival policy has been adopted which has also been uploaded on the website of the company.

WHISTLE BLOWER POLICY

The company had earlier in accordance with requirement of Companies Act, 2013 and erstwhile clause 49 of listing agreement with stock exchange drafted and adopted a whistle blower policy and which is available in the website of the company. Further in accordance with requirement of Para C 10 (c) of SEBI (Listing Obligations and Disclosures) Regulations, 2015 affirmation is also given that no personnel has been denied access to audit committee.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The company has ensured compliance with requirements specified in regulation 17 and 27 and clauses

(b) to (i) of sub regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosures) Regulations, 2015.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large. **Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to the Company (Accounts) Rules, 2014 as amended from time to time and the relevant provision of the Companies Act, 2013 read with relevant Ind AS as issued by the Institute of Chartered Accountants of India and notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below:

Financial Year	Location of the Meeting	Date	Time
2016 – 2017	Bengal National Chamber of Commerce & Industry, 23, R. N. Mukherjee Road, Kolkata – 700 001	10.07.2017	10.30 A.M.
2017 – 2018	Bengal National Chamber of Commerce & Industry, 23, R. N. Mukherjee Road, Kolkata – 700 001	28.09.2018	10.00 A.M.
2018 – 2019	Bengal National Chamber of Commerce & Industry, 23, R. N. Mukherjee Road, Kolkata – 700 001	30.09.2019	10.30 A.M.

Four special resolutions were passed during the last three Annual General Meetings.

CEO/CFO CERTIFICATION

As required under regulation 17(8) read with schedule II of part B of SEBI (Listing Obligations and Disclosures) Regulations, 2015 Mr. Ankit Jalan, Executive Director as well as CEO and Mr. Rashmi Ranjan Debata -CFO certify to the Board that:

- a) The financial statements and the Cash Flow Statement for the year have been reviewed and to the best of their knowledge and belief:
- (i) these statements do not contain any untrue statement of material fact, have not omitted any material fact and do not contain any statement that is misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards applicable laws and regulations.
- b) To the best of their knowledge and belief no transactions entered into by the company during the year are fraudulent, illegal or violate the Company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting.
- d) They have indicated to the auditors and the Audit Committee:
- i) Significant changes in the internal control over financial reporting during the year
 - ii) Significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) There have been no instances of significant fraud either by the management or an employee having a significant role in the Company's internal control system of financial reporting.

MEANS OF COMMUNICATION

29. Annual Reports in respect of each financial year are mailed to all shareholders in August of each calendar year. Each Report contains the annual accounts of the company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report is the Notice convening the annual general meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding reports of the Auditors.

The financial results of the company were officially released or would be released in accordance with the following schedule:

Financial Calendar (Financial year of the Company is from April to March)

Sl. no.	Financial Calendar	Tentative Dates
1	Quarterly Un-audited Financial Statements (1st Quarter 2019-20)	By Mid- August 2019
2	Half – yearly Un-audited Financial Statements (2nd Quarter 2019-20)	By Mid November 2019
3	Quarterly Un-audited Financial Statements (3rd Quarter 2019-20)	By Mid February 2020
4	Annual Audited Financial Results for the financial year 2019-20	By Mid July 2020

The quarterly, half-yearly and annual financial results were/will be published in eminent daily newspapers like *Financial Express* and *Ekdin* and also displayed on Company's website www.agiopaper.com.

SHAREHOLDER INFORMATION

Registered Office

41A, AJC Bose Road
 Suite No. 505, Kolkata - 700 017
 Telephone No. – (033) 66044834
 Email: ho@agiopaper.com Email: redressal@agiopaper.com

PARTICULARS OF DIRECTORS APPOINTED / REAPPOINTED

As required under of SEBI (Listing Obligations and Disclosures) Regulations, 2015 as amended from time to time, the details of membership of the Director and other relevant details in respect of Directors who are being recommended for reappointment are given hereunder:

Name of the Director	Age	Qualification	Experience	Directorship in other Public Limited Companies
Mr. Ankit Jalan	36	MBA-Finance	Mr. Ankit Jalan has graduated with Bachelor of science in Business Management from the U.S.A. His area of specialization is finance and heads the finance division of the company.	Bengal Orion Financial Hub Ltd.
Mr. Malay Chakrabarty	60	Graduate	Mr. Malay Chakrabarty is a Graduate having vast experience in the field of trade and commerce.	Bengal Orion Financial Hub Ltd.
Mr. Umesh Kumar Dhanuka	54	Graduate	Mr. Umesh Kumar Dhanuka is a Graduate having business experience of Paper Industry.	

Registrar and Transfer Agent

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

Maheshwari Datamatics Private Limited
23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001
Telephone No: (033) 2243-5809 / 2248-2248
E Mail: mdpldc@yahoo.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

Plant Location

Village – Dhenka
Post - Darrighat, Masturi
District – Bilaspur
Chhattisgarh – 495 551
Telephone: +91 7752 257010

Compliances**Mandatory Requirements**

The Company has fully complied with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosures) Regulations, 2015. As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by M/S A.K Labh & Co. (CP No.:3238, FCS: 4848) Company Secretaries with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited.

A secretarial audit report for the year 2018-19 carried out by Ms. Pooja Bansal, (CP No.: 18524, ACS: 50458), Company Secretaries is annexed to the Directors Report and forms a part of the Annual Report.

Adoption of non-mandatory requirements under Listing Agreement The Board:

Since the company does not have a non-executive chairman it does not maintain such office.

Shareholders Rights:

The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website www.agiopaper.com Hence, half yearly performance including summary of the significant events are not individually sent to the Shareholders.

Audit Qualification:

No Audit Qualifications are given by the Auditors in their Auditors Report.

Separate posts of Chairman and CEO:

There are no separate posts for Chairman and CEO.

Reporting of Internal Auditor:

The internal auditor reports to audit committee.

General Shareholders Information Annual General Meeting

- ◆ Date: 29th September, 2020
- ◆ Day: Tuesday
- ◆ Time: 10:30 A.M.
- ◆ Venue : Bengal National Chamber of Commerce & Industry, 23, R. N. Mukherjee Road, Kolkata – 700 001

Book Closure

The dates of book closure are from 23rd September, 2020 to 29th September, 2020 (inclusive of both days).

No dividend recommended considering the closure of the factory of the company.

Listing

At present, the equity shares of the company are listed on the Bombay Stock Exchange Limited (BSE) and the Calcutta Stock Exchange Limited (CSE). The company has already applied for delisting for shares from the Calcutta Stock Exchange Limited. The company is regular in paying listing fees to Bombay Stock Exchange Ltd.

Stock Exchanges	Stock Code
Bombay Stock Exchange Ltd. 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	Demat Segment – 516020
The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata 700 001	Demat Segment – 21021

SHARE TRANSFER SYSTEM

The Company's shares are in demat mode. The shares received for transfer in physical mode are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respect.

Stock Market Data

Bombay Stock Exchange Limited

Market Price Data as compared to closing Sensex during 2019-2020:

Month	HIGH (Rs.)	LOW (Rs.)	Close (Rs.)	No of Shares Traded	No of Trades
Apr 19	2.67	2.67	2.67	5	3
May 19	2.70	2.83	2.56	1200	6
Jul 19	2.50	2.50	2.50	881	3
Sep 19	2.50	2.50	2.50	40	1
Oct 19	2.50	2.50	2.50	1	1
Nov 19	2.50	2.62	2.62	1000	2
Dec 19	2.50	2.50	2.50	1828	4
Jan 20	2.50	2.50	2.50	5	1

Distribution of Shareholding as on 31st March, 2020

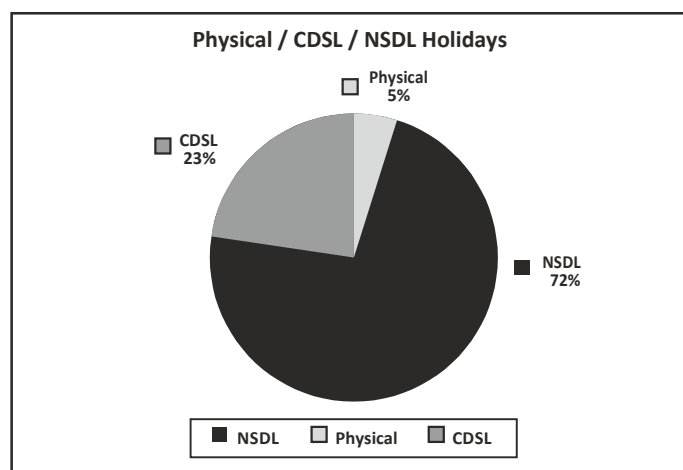
Shareholding	Holders	Percentage %	No of shares	Percentage %
Upto 500	6938	92.4820	1007257	6.2464
501 to 1000	296	3.9456	239263	1.4838
1001 to 2000	121	1.6129	187704	1.1640
2001 to 3000	47	0.6265	118768	0.7365
3001 to 4000	15	0.1999	54496	0.3380
4001 to 5000	22	0.2933	101567	0.6299
5001 to 10,000	28	0.3732	192588	1.1943
10001 and above	35	0.4665	14223757	88.2072
Grand Total	7502	100.0000	16125400	100.0000

Shareholding pattern as on 31st March, 2020

Category Code	Category	Total Shares	% of Share Capital
A	Shareholding of Promoter & Promoter Group		
	1. Indian Promoters	3053662	18.9369
	2. Foreign Promoters	7195868	44.6244
	Sub – Total	10249530	63.5613
B	Public Shareholding		
	1. Institutions		
	a. Mutual Funds / UTI	6,700	0.05
	b. Financial Institutions / Banks	300	0.00
	c. Central Govt. / State Govt.	Nil	Nil
	d. F.I.I	Nil	Nil
	2 Non Institutions		
	a. Bodies Corporate	315761	1.96
	b. Individual Holding		
	i. Nominal Share Capital up to Rs 1 Lakh	1856461	12.69
	ii. Nominal Share Capital in excess of Rs. 1 Lakh	3637609	21.38
	Non Resident Individual	9363	0.06
	Others	49676	0.31
	Sub Total	5875870	36.44
	Grand Total	16125400	100.00

Physical/NSDL/CDSL/Summary Report as on 31st March, 2020

PARTICULARS	HOLDERS	SHARES	PERCENTAGE (%)
PHYSICAL	4710	778203	4.82
NSDL	1901	11685711	72.47
CDSL	1064	3662486	22.71
TOTAL	7675	16125400	100.0000


ADDRESS OF CORRESPONDENCE

Shareholders may contact:

Mr. Malay Chakrabarty
(Executive Director)

Agio Paper & Industries Ltd.
41A, AJC Bose Road
Suite No. 505
Kolkata – 700 017
E-mail: ho@agiopaper.com
E-mail: redressal@agiopaper.com

TO WHOMSOEVER IT MAY CONCERN

I, Ankit Jalan, the Executive Director and Chief Executive Officer of the Company, do hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to the requirements of para D of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Place: Kolkata
Date: 14.07.2020

Ankit Jalan
Executive Director
DIN: 02577501

SECRETARIAL AUDITORS CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE REQUIREMENT UNDER PART-E OF SCHEDULE-V [Read with Regulations 34(3) and 53(f)] OF SEBI (LODR) REGULATIONS, 2015

TO THE MEMBERS OF

AGIO PAPER & INDUSTRIES LIMITED

I have examined the compliance of conditions of Corporate Governance by Agio Paper & Industries Limited ("the Company"), for the year ended on March 31, 2020, as stipulated in:

Regulations 17 to 27, Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring to compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to my examination of the relevant records and the explanations given to me and the representations made by the Management, I certify that the Company has complied in all material respects, with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreements and the Listing Regulations as applicable.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For POOJA BANSAL
Company Secretaries**

**Membership No. 50458
C.P. - 18524**

INDEPENDENT AUDITOR'S REPORT

To the Members of AGIO PAPER & INDUSTRIES LIMITED
Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Agio Paper & Industries Limited (“the Company”), which comprise the Balance Sheet as at March 31 2020, the Statement of Profit & Loss (including the Statement of Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and loss (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Qualified Opinion

We draw attention to the note no. 34 of the financial statement regarding suspension of the operation at the factory due to reasons mentioned in the note and disposal of substantial portion of the plant & machinery and capital work in progress. These conditions indicate material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. However, the statement has been prepared on a going concern basis for the reasons stated in the above mentioned note. The appropriateness of the said basis is inter alia dependent on the Company’s ability to infuse requisite funds for meeting its obligations, and resuming operations.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the financial statements.

Emphasis of Matters

Attention is drawn to Note no. 22 regarding non-issue of preference shares to M/s Bengal Orion Financial Hub Limited against the application money of Rs. 113 lakhs received during the year, due to the fact that the investor is not having Demat account. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include financial statements and our auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) As required by section 143(3) of the Act, we report that:

i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.

ii. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

iii. The Balance Sheet, Statement of Profit & Loss (including other comprehensive income), Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

iv. In our opinion, except for the matter referred to in "Basis for Qualified Opinion" section of our report, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

v. The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

vi. On the basis of written representations received from the Directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act.

vii. The qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the Basis for Qualified Opinion paragraph above.

viii. With respect to the adequacy of the internal financial controls with reference to the financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

ix. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

The Company has not paid any managerial remuneration to its Directors.

x. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigation as on March 31, 2020 on its financial position in its financial statement – refer note no. 32

ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

For J K V S & CO
Chartered Accountants
Firm Registration No.308186E

Abhishek Mohta
Partner
Membership No.066653
UDIN: 20066653AAAACK6137

Place: Kolkata
Date: 14th day of July, 2020

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Agio Paper & Industries Limited of even date)

i. In respect of the Company's fixed assets:

b) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipments.

c) *According to the explanation provided to us by the management, due to non-operation of factory during the whole year, physical verification of the property, plant and equipments could not be carried out.*

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company as at the balance sheet date.

i. According to the information and explanation given to us, the company has either disposed off or written off the entire inventory and accordingly paragraph 3(ii) of the Order is not applicable to the Company.

ii. According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

iii. In our opinion and according to the information and explanation provided to us, the Company has not made any loans or investments during the year. The Company has neither issued any guarantee nor has provided any security on behalf of any party.

iv. The Company has not accepted deposits from public within the meaning of section 73 to 76 of the Act and the Rules framed there under to the extent notified.

v. According to the information and explanations given to us, the maintenance of cost records under section 148(1) of the Act has not been prescribed and as such, paragraph 3(vi) of the Order is not applicable to the Company.

According to the information and explanations given to us and on the basis of our examination of the books of account:

a) The Company has generally been regular in depositing to the appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, duty of customs, goods & service tax, cess and other statutory dues. No undisputed statutory dues as above were outstanding as at March 31, 2020 for a period of more than six months from the date they became payable.

b) According to the information and explanation given to us, the details of disputed dues of income tax, sales tax, service tax, duty of customs, duty of excise & value added tax, which have not been deposited and the forum where the dispute is pending as on March 31, 2020 are as under:-

Name of the Statute	Nature of the Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	CENVAT Claims	320,192	1991-92 to 1992-93	Central Excise & Service Tax Appellate Tribunal, New Delhi
Income Tax Act, 1961	Income Tax	1,516,135	AY 2007-08 and 2010-2011	Deputy Commissioner (Appeals)

vi. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to banks. Based on the audit procedures and on the basis of information and explanations given by the management, the company did not have any outstanding debentures or dues to the financial institution during the year.

vii. According to the information and explanation given to us and based on our overall examination of the books of accounts, we report that the company has not availed any term loan facility during the year. Furthermore, the company has neither raised moneys through initial public offer nor through further public offer during the year.

viii. During the course of our examination of books of account carried out in accordance with generally accepted auditing practices in India, we have neither come across any incidence of material fraud by the Company or on the Company by its officers or employees nor have we been informed of any such cases by the management.

ix. According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not paid any managerial remuneration accordingly, the provisions of section 197 of the Act read with Schedule V of the Act is not applicable on the Company.

x. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xi. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xii. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made preferential allotment during the year. However, application money for the same has been received during the financial year. The requirements of section 42 of the Act have been complied with and the amount raised is used for the purpose of which the funds were raised.

xiii. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xiv. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the company.

For J K V S & CO
(Formerly Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Registration No.308186E

Place: Kolkata Date:
14th Day of July, 2020

Abhishek Mohta
Partner
Membership No.066653
UDIN: 20066653AAAACK6137

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (vi) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Agio Paper & Industries Ltd. of even date)

Report on the Internal Financial Controls with reference to financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statement of Agio Paper & Industries Ltd. (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (Guidance Note) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies , the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statement was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statement and their operating effectiveness. Our audit of internal financial controls with reference to financial statement included obtaining an understanding of internal financial controls with reference to financial statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statement.

Meaning of Internal Financial Controls with reference to Financial Statement

A company's internal financial control with reference to financial statement is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statement includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls with reference to Financial Statement

Because of the inherent limitations of internal financial controls with reference to financial statement, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statement to future periods are subject to the risk that the internal financial control with reference to financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statement and such internal financial controls with reference to financial statement were operating effectively as at March 31, 2020, based on the internal control with reference to financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For J K V S & CO
Chartered Accountants
Firm Registration No.308186E

Abhishek Mohta
Partner
Membership No.066653
UDIN: 20066653AAAACK6137

Place: Kolkata
Date: 14th day of July, 2020



AGIO PAPER & INDUSTRIES LIMITED
CIN No.: L21090WB1984PLC037968
BALANCE SHEET as at 31st March, 2020

(Amount in Lakhs)

	Note No.	As at 31st March, 2020	As at 31st March, 2019
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	5	130.80	138.88
Capital Work-In-Progress		2,170.04	2,170.04
Financial Assets			
Trade Receivables	6	-	-
Loans	7	6.00	6.68
Other Financial Assets	8	3.22	2.93
Deferred Tax Assets (net)	9	-	-
Other Non-Current Assets	10	71.79	71.79
CURRENT ASSETS			
Inventories	11	-	32.85
Financial Assets			
Cash and Cash Equivalents	12	2.53	3.05
Bank balances other than Note 12	13	2.50	2.50
Other Financial Assets	8	0.15	0.15
Other Current Assets	10	13.59	8.50
Current Tax Assets(net)	14	3.55	3.58
Total Assets		2404.17	2440.95
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	15	1,612.74	1,612.74
Other Equity	16	(857.05)	(702.01)
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	17	637.34	576.94
Other Financial Liabilities	18	16.62	16.62
Provisions	19	39.92	40.08
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	20	755.45	808.20
Trade Payables	21		
- total outstanding dues of micro and small enterprises		-	-
- total outstanding dues of creditors other than micro and small enterprises		34.07	-
			36.94
Other Financial Liabilities	18	3.74	3.33
Provisions	19	2.48	2.32
Other Liabilities	22	158.86	45.80
Current Tax Liabilities (Net)	23	-	-
Total Equity and Liabilities		2404.17	2440.95
Basis of Accounting	2		
Significant Accounting Policies	3		
Significant Judgments & Estimates	4		

The accompanying notes are an integral part of the Financial Statements

As per our Report annexed of even date

For **J K V S & CO**
(Formerly Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Registration No. 318086E

For and on Behalf of the Board

M Chakrabarty
Director
DIN: 03106149

Ankit Jalan
Executive Director
DIN: 02577501

ABHISHEK MOHTA
Partner
Membership No. 066653
Kolkata
The 14th day of July, 2020

R R Debata
Chief Financial Officer

AGIO PAPER & INDUSTRIES LIMITED

CIN No.: L21090WB1984PLC037968

STATEMENT OF PROFIT & LOSS for the year ended 31st March, 2020

		(Amount in Lakhs.)	
	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
INCOME			
Other Income	24	0.39	1.16
Total Income		0.39	1.16
EXPENSES			
Employee Benefits Expense	25	14.91	16.34
Finance Costs	26	60.41	54.27
Depreciation and Amortisation Expense	27	8.08	9.75
Other Expenses	28	71.85	105.59
Total Expenses		155.25	185.95
Profit before Exceptional Items and Tax		(154.86)	(184.79)
Exceptional Items	29	-	650.17
Profit before Tax		(154.86)	(834.96)
Tax Expense:	30	-	-
Current Tax		-	-
Deferred Tax		-	-
Income Tax for earlier years		-	-
Profit for the year		(154.86)	(834.96)
Other Comprehensive Income	31		
i. Items that will not be reclassified to profit or loss		(0.17)	(0.22)
ii. Income tax relating to these items		-	-
Total Other Comprehensive Income for the Year (Net of Tax)		(0.17)	(0.22)
Total Comprehensive Income for the period		(155.03)	(835.19)
Earnings Per Share			
Nominal Value of Shares (Rs. 10)			
Weighted Average Number of Ordinary Shares outstanding during the year		161.25	161.25
Basic & Diluted Earnings Per Share		(0.96)	(5.18)
Basis of Accounting	2		
Significant Accounting Policies	3		
Significant Judgments & Estimates The accompanying notes are an integral part of the Financial Statements	4		
As per our Report annexed of even date			
For J K V S & CO		For and on Behalf of the Board	
(Formerly Jitendra K Agarwal & Associates)			
Chartered Accountants			
Firm Registration No. 318086E			
		M Chakrabarty	Ankit Jalan
		Director	Executive Director
		DIN: 03106149	DIN: 02577501
ABHISHEK MOHTA			
Partner			
Membership No. 066653			
Kolkata			
		R R Debata	
		Chief Financial Officer	
The 14th day of July, 2020			

AGIO PAPER & INDUSTRIES LIMITED
CIN No.: L21090WB1984PLC037968
Statement of Change in Equity for the year ended 31st March, 2020

a Equity Share Capital	No. of Shares	Amount In Lakhs.
Balance as at 31st March 2018*	16,125,400	1612.74
Add: Changes in Equity Share Capital during the year	-	-
Balance as at 31st March 2019*	16,125,400	1612.74
Add: Changes in Equity Share Capital during the year	-	-
Balance as at 31st March 2020*	16,125,400	1612.74

* Includes amount Rs. 19,500 received on forfeited shares (FY 1994-95)

b Other Equity (Amount in Lakhs.)

	Reserves & Surplus				Total
	Capital Redemption Reserve	Equity Component of Preference Shares	Security Premium	Retained Earnings	
Balance as at 31st March, 2018	10,000	2760.39	506.27	(3185.40)	81.36
Profit/(Loss) for the Year	-	-	-	(834.96)	(834.96)
Equity component of Preference Shares	-	51.81	-	-	51.81
Re-measurement Gain/(Loss)	-	-	-	(0.23)	(0.23)
Impact of Tax	-	-	-	-	-
Total Comprehensive Income	10,000	2812.20	506.27	(4020.58)	(702.01)
Balance as at 31st March, 2019	10,000	2812.20	506.27	(4020.58)	(702.01)

(Amount in Lakhs.)

	Reserves & Surplus				Total
	Capital Redemption Reserve	Equity Component of Preference Shares	Security Premium	Retained Earnings	
Balance as at 31st March, 2019	10,000	2812.20	506.27	(4020.58)	(702.01)
Profit/(Loss) for the Year	-	-	-	(154.86)	(154.86)
Equity Component of Preference Shares	-	-	-	-	-
Re-measurement Gain/(Loss)	-	-	-	(0.17)	(0.17)
Impact of Tax	-	-	-	-	-
Total Comprehensive Income	10,000	2812.20	506.27	(4175.62)	(857.05)
Balance as at 31st March, 2020	10,000	2812.20	506.27	(4175.62)	(857.04)

The accompanying notes are an integral part of the Financial Statements

As per our Report annexed of even date

For J K V S & CO

(Formerly Jitendra K Agarwal & Associates)

Chartered Accountants

Firm Registration No. 318086E

ABHISHEK MOHTA

Partner

Membership No.066653

Kolkata

The 14th day of July, 2020

For and on Behalf of the Board

M Chakrabarty

Director

DIN: 03106149

Ankit Jalan

Executive Director

DIN: 02577501

R R Debata

Chief Financial Officer

AGIO PAPER & INDUSTRIES LIMITED
CIN - L21090WB1984PLC037968
Cash Flow Statement for the year ended 31st March, 2020

(Amount in Lakhs.)

(A) Cash flow from operating activities:		
Net Profit before tax	(154.86)	(834.96)
Adjustments for:		
Depreciation and Amortisation Expenses	8.08	9.75
Sundry Balances/ Liabilities no longer required written back	0.05	(0.14)
Sundry balance written off	-	5.03
Provision for non-moving items of Inventory	32.85	32.85
Loss on Sale/ Discard of Property, Plant & Equipment (Net of Exceptional Item)	-	650.17
Interest Expenses	60.41	54.27
Interest Income	<u>(0.34)</u>	<u>(0.43)</u>
Operating Profit before working capital changes	(53.81)	(83.47)
Adjustments for:		
(Increase)/Decrease in Trade Receivable & Other Assets	(4.41)	0.10
Increase/(Decrease) in Trade Payable & Other Liabilities	(2.62)	5.64
Cash generation from/(used in) operations	(60.84)	(77.73)
Direct Taxes (paid)/refund	<u>0.03</u>	<u>(2.07)</u>
Net cash flow from/(used in) operating activities	(60.81)	(79.80)
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Payment for Purchase of Property, Plant & Equipment	-	(1.14)
Proceeds from Sale of Capital Work in Progress and Property, Plant & Equipment	-	-
Bank Fixed Deposit	-	11.00
Interest Received	<u>0.05</u>	<u>0.20</u>
	0.05	10.05
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Interest Paid	-	(0.23)
Repayment of Long Term Borrowings	-	12.00
Repayment of Short Term Borrowings (Net)	(52.75)	(28.80)
Proceeds from Issue of Preference Shares	113.00	60.00
	<u>60.25</u>	<u>42.96</u>
Net Increase/(Decrease) in Cash and Cash equivalents	(0.51)	(26.78)
Cash and Cash equivalents as at 1st April	<u>3.05</u>	<u>29.83</u>
Cash and Cash equivalents as at 31st March	<u>2.53</u>	<u>3.05</u>

Notes:

- 1 Cash and cash equivalent at the yearend represents cash in hand and bank balance with schedule banks as reflected in note 12 and are available for use in the ordinary course of business.
- 2 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on 'Statement of Cash Flow'.

1. CORPORATE AND GENERAL INFORMATION

Agio Paper & Industries (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956, having its registered office at 505, Diamond Prestige, 41 AJC Bose Road, Kolkata- 700 017 . Its shares are listed on BSE Limited. The Company is primarily engaged in manufacturing of Writing & Printing Paper. The Company presently has manufacturing facilities in Bilaspur, Chhattisgarh.

2. BASIS OF ACCOUNTING

Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (“the Act”), read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), other relevant provisions of the Act and other accounting principles generally accepted in India.

Basis of Measurement

The financial statements have been prepared on historical cost basis, except for following:

- Financial assets and liabilities that is measured at Fair value/ Amortised cost;
- Non-current assets held for sale – measured at the lower of the carrying amounts and fair value less cost to sell, and
- Defined Benefit Plans – plan assets measured at fair value.

Functional and Presentation Currency

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information is presented in INR.

Use of Estimates and Judgments

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period prospectively in which the results are known/ materialized.

Current Vs non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All the other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

3. SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

Inventories

Finished Goods (including goods in transit) and work-in-process are valued at cost or net realizable value, whichever is lower. Raw material and stores are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and conditions. Cost formula used is weighted average cost. Net realizable value is the estimated selling price in ordinary course of business less estimated cost of completion and estimated cost necessary to make the sale. Materials and other items held for use in the production of Inventories are not written down below the costs of the finished products in which they will be incorporated are expected to be sold at or above cost. Provision is made for obsolete and slow moving stocks where necessary.

Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

Income Tax

Income Tax comprises current and deferred tax. It is recognized in The Statement of Profit and Loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred Tax

- Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits (MAT Credit Entitlement) and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.
- The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Property, Plant and Equipment

Property, Plant and Equipment is stated at cost including expenses incurred up to the date of their installation/commissioning, net of accumulated depreciation and accumulated impairment losses, if any. Capital Work in Progress is also stated at cost.

Depreciation on property, plant and equipment is provided on depreciable value of assets using straight-line method on the basis of useful life specified in Schedule II to the Companies Act, 2013.

The estimated useful life of the Property Plant and Equipment is given below:-

Asset Group	Useful Life(In Years)
Buildings	30
Plant and Machinery	8-15
Furniture and Fittings	10
Motor Vehicles	8-10
Office Equipments	5
Computers & Data Processing Units	3-6

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Leases

Effective April 1, 2019, the Company has applied Ind AS 116 'Leases' which establishes the criteria to determine the contracts having lease component within them. Ind AS 116 replaces Ind AS 17 'Leases'.

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of lease requires significant judgment. The company uses significant judgment in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The company determines the lease term as non-cancellable period of a lease, together with both the periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the company is certain not to exercise that option. In assessing whether the company is reasonably certain to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The company revises the lease term if there is a change in the non-cancellable period of a lease.

Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sales revenue is recognised on transfer of the significant risks and rewards of ownership of the goods to the buyer and is stated at net of trade discount, rebates and return.

Other income and expenditure are accounted for on accrual basis.

Employee Benefits

Short Term Benefits

The undiscounted amount of short term employee benefit expected to be paid in exchange for the services rendered by the employee is recognized during the period when the employee renders the service. This benefit includes salary, wages, short term compensation and payment under VRS.

Post-Employment Benefits

The Company operates the following post-employment schemes:

➤ **Defined Benefit Scheme**

For defined benefit scheme the cost of providing benefit is determined using the projected unit credit method with actuarial valuation being carried out at each balance sheet date. The retirement benefit obligation recognized in the balance sheet represents value of defined benefit obligation. Actuarial gains and losses are recognized in Other Comprehensive Income during the period in which they occur.

➤ **Defined Contribution Scheme**

The benefit includes contribution to provident fund schemes and ESIC (Employee State Insurance Corporation). The contribution is recognized during the period in which the employee renders service.

➤ **Other Long Term Benefit**

Long term compensated absence is provided for on the basis of actuarial valuation, using the projected unit credit method as at the date of balance sheet.

Borrowing Cost

Borrowing cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to set ready for its intended use. All other borrowing costs are charged to revenue.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

At initial recognition, all financial assets are measured at fair value. Such financial assets are subsequently classified under following three categories according to the purpose for which they are held. The classification is reviewed at the end of each reporting period.

➤ **Financial Assets at Amortised Cost**

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortisation is included as interest income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

➤ **Financial Assets at Fair value through Other Comprehensive Income**

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognised in the Statement of Profit and Loss. On de-recognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

➤ **Financial Assets at Fair value through Profit or Loss**

At the date of initial recognition, financial assets are held for trading, or which are measured neither at Amortised Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss.

➤ **Trade Receivables**

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on

account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

➤ **De-recognition**

A financial asset (or, where applicable, a part of a financial asset) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

Financial Liabilities

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

➤ **Subsequent Measurement**

The measurement of financial liabilities depends on their classification, as described below

Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date with all the changes recognized in the Statement of Profit and Loss.

Financial Liabilities measured at Amortised Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method ("EIR") except for those designated in an effective hedging relationship. The carrying value of borrowings that are designated as hedged items in fair value hedges that would otherwise be carried at amortised cost are adjusted to record changes in fair values attributable to the risks that are hedged in effective hedging relationship. Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss.

Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Trade and Other Payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Provisions, Contingent Liabilities and Contingent Assets

A Provision is recognized when there is a present obligation as a result of amount of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Assets is neither recognized nor disclosed in the financial statements.

4. Significant Judgments and Key sources of Estimation in applying Accounting Policies

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments which have significant effect on the amounts recognized in the financial statement:

➤ **Income taxes:**

Judgment of the Management is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

➤ **Contingencies:**

Judgment of the Management is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the company as it is not possible to predict the outcome of pending matters with accuracy

➤ **Allowance for uncollected accounts receivable and advances:**

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectible.

➤ **Defined Benefit Plans:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

AGIO PAPER & INDUSTRIES LIMITED
CIN No.: L21090WB1984PLC037968
Notes to Financial Statements for the year ended 31st March, 2020

3 PROPERTY, PLANT ANDEQUIPMENT

(Amount in Lakhs.)

Particulars	Year Ended 31st March 2020								
	Gross Block				Accumulated Depreciation				Net Carrying Amount
	As at 31st March 2019	Additions	Disposals	As at 31st March 2020	As at 31st March 2019	For the Year	Deductions	As at 31st March 2020	
Land & Land Development	9.58			9.58	-			-	9.58
Buildings	132.11			132.11	19.91	5.52		25.44	106.67
Plant and Machinery	1.14			1.14	0.074	0.10		0.18	0.97
Furniture and Fittings	26.70			26.70	14.01	2.38		16.39	10.30
Motor Vehicles	0.92			0.92	0.43	0.060		0.49	0.43
Office Equipments	1.75			1.75	-			-	1.74
Computers & Data Processing Units	1.10			1.09	-			-	1.09
Total	173.30	-	-	173.30	34.42	8.06	-	42.50	130.78

Particulars	Year Ended 31st March 2019								
	Gross Block				Accumulated Depreciation				Net Carrying Amount
	As at 31st March 2018	Additions	Disposals	As at 31st March 2019	As at 31st March 2018	For the Year	Deductions	As at 31st March 2019	
Land & Land Development	9.58	-	-	9.58	-	-	-	-	9.58
Buildings	132.11	-	-	132.11	13.76	6.15	-	19.91	112.20
Plant and Machinery	216.98	1.14	216.98	1.14	11.52	0.07	11.52	0.07	1.07
Furniture and Fittings	26.70	-	-	26.70	10.54	3.47	-	14.01	12.69
Motor Vehicles	0.92	-	-	0.92	0.37	0.06	-	0.43	0.49
Office Equipments	1.75	-	-	1.75	-	-	-	-	1.75
Computers & Data Processing Units	1.10	-	-	1.10	-	-	-	-	1.10
Total	390.11	1.14	216.98	173.30	36.20	9.75	11.52	34.42	138.88

AGIO PAPER & INDUSTRIES LIMITED
CIN No.: L21090WB1984PLC037968
Notes to Financial Statements for the year ended 31st March, 2020

	Refer Note No.	(Amount in Lakhs.)			
		As at	As at		
		31st March 2020	31st March 2019		
6 TRADE RECEIVABLES					
Trade Receivables-Credit Impaired	6.1 & 6.2	29.83	29.83		
Less: Provision for doubtful receivables		29.83	29.83		
Total Trade Receivables		<u> -</u>	<u> -</u>		
6.1 Trade receivables are non-interest bearing.					
6.2 No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or Private companies respectively in which any director is a partner, a director or a member.					
7 LOANS					
Other Loans and Advances					
Loan to Employees - unsecured, considered good		6.00	6.68		
Loan to Employees - Credit Impaired		0.06	0.06		
Less: Provision for Doubtful Advance		(0.06)	(0.06)		
Total Loans		<u> 6.00</u>	<u> 6.68</u>		
No Loans are due from directors or other officers of the company either severally or jointly with any other person. Nor any loan are due from firms or private companies respectively in which any director is a partner, a director or a member.					
	Refer Note No.	As at Long Term	As at	As at Short Term	As at
		31st March 2020	31st March 2019	31st March 2020	31st March 2019
8 OTHERS FINANCIAL ASSETS					
Security & Other Deposits		0.83	0.83	0.15	0.15
Interest Accrued on Deposits		2.39	2.11	-	-
		<u> 3.22</u>	<u> 2.94</u>	<u> 0.15</u>	<u> 0.15</u>
9 DEFERRED TAX ASSETS (NET)					
Deferred Tax Liabilities					
Arising on account of :					
Property, Plant & Equipment		4.10	4.10	3.82	3.82
Less: Deferred Tax Assets					
Arising on account of :					
Section 43B of Income-tax Act		1.87	1.87	1.93	1.93
Provision for doubtful debts		11.87	11.87	12.27	12.27
Brought Forward Unabsorbed Losses		411.14	411.14	297.25	297.25
MAT Credit Entitlement		-	-	-	-
Others		45.56	45.56	38.52	38.52
		<u> 470.44</u>	<u> 470.44</u>	<u> 349.97</u>	<u> 349.97</u>
Deferred Tax Assets (Net)		<u> 466.33</u>	<u> 466.33</u>	<u> 346.15</u>	<u> 346.15</u>
9.1 The company has not recognized deferred tax in the Statement of Profit & Loss on account of prudence and accordingly no movement has been disclosed.					
9.2 Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income tax levied by the same taxation authority.					

AGIO PAPER & INDUSTRIES LIMITED
CIN No.: L21090WB1984PLC037968
Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Lakhs.)

Refer Note No.	Long Term		Short Term	
	As at	As at	As at	As at
	31st March 2020	31st March 2019	31st March 2020	31st March 2019
10 OTHER ASSETS				
Capital Advances	61.59	61.59	-	-
Less : Provision for Doubtful Advances	(12.73)	(12.73)	-	-
Advances other than Capital Advances				
Advance against supply of Goods & Services	4.56	4.56	2.53	2.87
Less : Provision for Doubtful Advances	(4.56)	(4.56)	-	-
Prepaid Expenses	-	-	0.38	0.50
Amount Paid Under Protest	22.93	22.93	-	-
Balances with Government & Statutory Authorities	-	-	6.27	0.72
Other Receivables	-	-	4.41	4.41
Total Other Assets	71.79	71.79	13.59	8.50
	Refer	As at	As at	
	Note No.	31 st March 2020	31 st March 2019	
11 INVENTORIES				
(As valued and certified by the Management)				
Stores and Spares etc.	11.1	18,100,461	18,100,461	
Provision for Obsolescence		(18,100,461)	(14,815,496)	
		-	3,284,965	
11.1 Refer note no. 28 for information in relation to the amount of inventories recognized as expenses.				
12 CASH AND CASHEQUIVALENTS				
Balances With Banks :				
In Current/Cash Credit Account			247,757	298,357
Cash in Hand			5,320	6,568
			253,077	304,925
13 BANK BALANCES (OTHER THAN NOTE: 12)				
Deposits held as margin money/ security	13.1	250,000	1,350,000	
		250,000	1,350,000	
13.1 Includes deposits marked lien in favour of Govt. Authorities				
14 CURRENT TAX ASSETS				
Advance Taxes (including TDS)			354,931	357,791
			354,931	357,791
	Refer	As at 31 st March 2020	As at 31 st March 2019	
	Note No.	No. of Shares	Amount in Rs.	No. of Shares
		Amount in Rs.		Amount in Rs.
15 EQUITY SHARE CAPITAL				
15.1 Authorised Share Capital				
Ordinary Shares of Rs. 10/- each		165.00	1650.00	165.00
Preference Shares of Rs. 100/- each		49.50	4950.00	49.50
		214.50	6600.00	214.50
				6600.00
15.2 Issued Share Capital				
Ordinary Shares of Rs. 10/- each		161.25	1612.54	161.25
Add: Equity Shares forfeited (Paid Up)		0.04	0.20	0.04
		161.29	1612.74	161.29
				1612.74
15.3 Subscribed and Paid-up Share Capital				
Ordinary Shares of Rs. 10/- each fully paid-up		161.25	1612.54	161.25
Add: Equity Shares forfeited (Paid Up)		-	0.20	-
		161.25	1612.74	161.25
				1612.74

15.4 Reconciliation of the number of shares at the beginning and at the end of the year

There has been no change/movements in number of shares outstanding at the beginning and at the end of the year.

15.5 Terms/ Rights attached to Equity Shares :

The Company has only one class of Ordinary shares having a face value of Rs. 10 per share and each holder of Ordinary shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors (except interim dividend) is subject to the approval of the shareholders in the Annual General Meetings. The claim of Ordinary Shareholders on earnings and on assets in the event of liquidation, follows all others, in proportion to their shareholding.

15.6 Shareholding Pattern with respect of Holding or Ultimate Holding Company

The Company does not have any Holding Company or Ultimate Holding Company.

15.7 Details of Equity Shareholders holding more than 5% shares in the Company

	As at 31 st March 2020		As at 31 st March 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Ordinary Shares of Rs. 10/- each fully paid				
Murari Lal Jain	71.96	44.62%	71.96	44.62%
Arrow Syntex Private Limited	29.38	18.22%	29.38	18.22%
Anand Purohit	15.00	9.30%	15.00	9.30%
Bharat Mekani	15.00	9.30%	15.00	9.30%

15.8 No ordinary shares have been reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment as at the Balance Sheet date.

15.9 The Company has not allotted any equity shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares nor has bought back any shares during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

15.10 No securities convertible into Equity/ Preference shares have been issued by the Company during the year.

15.11 No calls are unpaid by any Director or Officer of the Company during the year.

16 OTHER EQUITY

	Refer	As at	As at
	Note No.	31 st March 2020	31 st March 2019
Capital Redemption Reserve		0.10	0.10
Equity Component of Preference Shares		2812.20	2812.20
Security Premium		506.27	506.27
Retained Earnings		(4175.62)	(4020.59)
		(857.05)	(702.02)

The Description of the nature and purpose of each reserve within equity is as follows:

- Capital Redemption Reserve:** Capital Redemption reserve can be used as per the guidelines provided under Companies Act, 2013.
- Equity Component of Preference Shares:** This represents the equity component of the preference shares calculated based on the guidelines provided under Ind AS 32.
- Security Premium:** The amount received in excess of face value of equity shares is recognized in Securities Premium.
- Retained Earnings:** Retained earnings are the profits that the company has earned till date less any transfers to any reserves or dividend or distribution to shareholders.

17 BORROWINGS

17.1 Non-Cumulative Redeemable Preference Shares (Face Value of Rs. 100/- each)

	Refer Note No.	Non-Current Portion	
		As at 31 st March 2020	As at 31 st March 2019
Preference Shares of Rs. 100 each	17.3	637.35	576.94
Total		637.35	576.94
Amount disclosed under the head "Other Financial Liability"		-	-
		637.35	576.94
Break Up of Security Details			
Secured		-	-
Unsecured		637.35	576.94
		637.35	576.94

17.3 Rights, Preferences and Restrictions attached to Non-Cumulative Redeemable Preference Shares

- The Company has issued total 32,56,605, 10% Non-cumulative Redeemable Preference Shares having par value of Rs. 100 each per share including 60,000 shares issued during the year. The entire preference shares have been issued on private placement basis to M/s Bengal Orion Financial Hub Limited in order to increase and strengthen the capital base of the company and to meet working capital requirement and general corporate purpose.
- Non-Cumulative Redeemable Preference Shares held by each shareholder holding more than 5% shares**

	As at 31 st March 2019		As at 31 st March 2018	
	No. of Shares	% Holding	No. of Shares	% Holding
10% Non-Cumulative Redeemable Preference Shares				
Bengal Orion Financial Hub Limited	32.69	100.00%	32.69	100.00%

(Amount in Lakhs.)

	Refer Note No.	For the year ended 31st March 2020	For the year ended 31st March 2019
-			
24 OTHER INCOME			
Interest Income			
On Banks Deposits		0.29	0.37
On Other Deposits, etc.		0.05	0.05
Excess Provision/ Liabilities written back		0.05	0.14
Insurance and Other Claims (Net)		0.00	0.59
Other Miscellaneous Income		-	-
		0.39	1.16
25 EMPLOYEE BENEFITS EXPENSE			
Salaries & Wages		13.14	13.64
Contribution to Provident and Other Funds		1.50	2.03
Staff Welfare Expenses		0.27	0.67
		14.91	16.34
26 FINANCE COST			
Interest Expenses			
Dividend on Preference Share Capital		60.41	54.03
On Others		-	0.24
		60.41	54.27
27 DEPRECIATION AND AMORTIZATION EXPENSES			
On Property, Plant & Equipment		8.08	9.75
		8.08	9.75
28 OTHER EXPENSES			
Stores, Spare Parts & Packing Materials Consumed		32.85	32.85
Power & Fuel		4.15	4.72
Repairs to Buildings		0.86	1.56
Repairs to Machinery		0.19	0.09
Repairs to Other Assets		0.13	0.21
Auditors' Remuneration	28.1	2.25	2.25
Rent, Rates & Taxes		0.65	0.90
Insurance		0.04	0.04
Bad debt & Advances written off		-	5.03
Loss on Sale/ Discard of Property, Plant & Equipment (Net)		-	-
Legal and Professional Charges		2.63	5.16
Security Services		19.00	21.40
Commission on Sale of Property, Plant & Equipment		-	15.00
Travelling & Conveyance Expenses		0.62	2.59
Listing & Filing Fees		5.39	4.14
Other Expenses		3.07	9.65
		71.85	105.59
28.1 Auditors' Remuneration			
a Statutory Auditors			
Audit Fees		1.25	1.25
Issue of Certificates		1.00	1.00
Reimbursement of Expenses		-	-
		2.25	2.25
29 EXCEPTIONAL ITEM			
Loss on Sale/ Discard of Property, Plant & Equipment/Capital Work in Progress (Net)		-	650.17
		-	650.17
30 TAX EXPENSE			
Current Tax		-	-
Deferred Tax		-	-
		-	-
30.1 Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of profit & loss			
Income before Income Taxes		(154.86)	(834.96)
Indian Statutory Income Tax Rate		25.17%	26.00%
Estimated Income Tax Expenses		(38.98)	(217.09)
Tax effect of adjustments to reconcile expected income tax expense to reported Income Tax Expenses			
Exempt Income		-	0.15
Tax Payable at different rate		-	169.04
Expenses not allowed under Income Tax		30.39	38.69
Deferred Tax not recognized on unabsorbed losses		8.59	9.21
Others		38.98	217.09
Income Tax Expenses as per Statement of Profit & Loss		-	-
30.2 Applicable Indian Statutory Income Tax rate for Fiscal Year 2019 & 2018 is 26.00% & 25.75% respectively.			
31 OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss			
Re-measurement of the defined benefit plans		(0.17)	(0.23)
Less: Tax expense on the above		-	-
		(0.17)	(0.23)
Total		(0.17)	(0.23)

AGIO PAPER & INDUSTRIES LIMITED
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Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Lakhs.)

32 Contingent Liabilities

Claims/Disputes/Demands not acknowledged as debts -

Sl. No.	Particulars	As at 31 st March 2020	As at 31 st March 2019
a	Disallowance of Modvat Credit on input items Felts & etc from November, 1991 to May, 1992	3.20	3.20
b	Income Tax demand for the assessment year 2008-09	2.43	-
c	Income Tax demand for the assessment year 2010-11	12.73	12.73

Civil Cases Pending

Sl. No.	Party	Before the Court	Nature	Brief Description	As at 31 st March 2020	As at 31 st March 2019
a	Rajlakshmi Chemical Industries	Learned Civil Judge (Sr. Division)-Pune	Against Supply of Material	Suit claiming a decree with interest from the date of suit till completion	2.41	2.41

In respect of the matters in note no. 32.1 & 32.2, future cash outflows are determinable only on receipt of judgments/decisions pending at various forums/authorities. Furthermore, there is no possibility of any reimbursements to be made to the company from any third party.

33 Operating Leases

The Factory land at Bilaspur is obtained on operating lease. The lease terms are for 99 years and are renewable for further period either mutually or at the option of the Company. There are neither any restrictions imposed nor any escalation clause in lease arrangements. The leases are cancellable.

Particulars	2019-20	2018-19
Lease Payment made for the Year	0.11	0.11

The Minimum Rentals Payable under Operating Leases for non-cancellable arrangements are as follows:

Particulars	2019-20	2018-19
Within One Year	0.11	0.11
After one Year but not more than Five Years	0.43	0.43
More than Five Years	6.07	6.17

- 34** The Operation of the paper factory at Bilaspur is under suspension since 6th October, 2010 due to pollution control issues. The company has disposed off its entire plant & machinery and substantial portion of CWIP during the year. The management of the company is considering various alternative business plans to utilize the remaining PPE of the company. In view of the same and on the basis of comfort letter received from a promoter company confirming their financial support, the going concern basis is maintained. Further the management does not foresee any impairment in the remaining PPE of the company.

35 Disclosure pursuant to Indian Accounting Standard - 19 'Employee Benefits' as notified u/s 133 of the Companies Act, 2013

Defined Contribution Plan:

The Company makes contribution towards provident fund and Employee's State Insurance Corporation (ESIC) to a defined contribution retirement benefit plan for qualifying employees. The Provident Fund plan and ESIC are operated by concerned Government agencies created for the purpose. Under the said schemes the company is required to contribute a specific percentage of pay roll costs in respect of eligible employees to the Scheme to fund the benefits. The contribution payable to these plans by the company is at the rates specified in the rules of the scheme. The contributions payable to these plans by the Company are at the rates specified in the rules of the scheme.

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Provident Fund	0.63	0.75
Employee State Insurance Scheme	0.23	0.45

Defined Benefit Plan:

The following are the types of defined benefit plans:

a Gratuity Plan

15 days salary for every completed year of service. Vesting period is 5 years and payment is restricted to Rs. 10 lacs. The present value of defined obligation and related current cost are measured using the Projected Credit Method with actuarial valuation being carried out at each balance sheet date.

b Risk Exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Interest Rates Risk	The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined Benefit obligation will tend to increase.
Salary Inflation Risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic Risks	This is the risk of volatility of results due to unexpected nature of decrements that include mortality attrition, disability and retirement. The effects of these decrement on the DBO depends upon the combination salary increase, discount rate, and vesting criteria and therefore not very straight forward. It is important not to overstate withdrawal rate because the cost of Retirement benefit of a short caring employees will be less compared to long service employees.

AGIO PAPER & INDUSTRIES LIMITED
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Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Lakhs.)

Actuarial Risk	It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons : Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
Liquidity Risk	Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the company there can be strain on the cash flows.

c Reconciliation of the net defined benefit (asset)/ liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset)/ liability and its components:

Particulars	Gratuity	
Balance at the beginning of the year	7.40	6.56
Current Service Cost	0.26	0.39
Interest Cost on Defined Benefit Obligation	0.39	0.45
Actuarial Gain and Losses arising from		
Changes in demographic assumptions	0.00	(0.00)
Changes in financial assumptions	0.22	0.13
Experience Adjustment	(0.05)	0.10
Benefits Paid	(0.82)	(0.23)
Balance at the end of the year	7.41	7.40

d Expenses recognized in the Statement of Profit & Loss

Particulars	Gratuity	
Current Service Cost	0.26	0.39
Interest Cost	0.39	0.45
Expenses recognized in Statement of Profit & Loss	0.65	0.85

e Re-measurements recognized in other comprehensive income

Particulars	Gratuity	
Actuarial (gain)/ Loss on defined benefit obligation	0.17	0.23

f Asset-Liability Matching Strategy

The Company has not funded its gratuity liability as a very few of its employees are being continued for gratuity being accrued to them and moreover, the company's financial health is not permitting such funding. Hence, the scheme is unfunded and the company has planned out that the payment of gratuity to the employees will be made from the operating cash generated by the company.

g Actuarial Assumptions

Particulars	Gratuity	
Financial Assumptions		
Discount Rate	5.58%	6.97%
Salary Escalation Rate	5%	5%
Demographic Assumptions		
Mortality Rate	(% of IALM 2006-08)	(% of IALM 2006-08)
Withdrawal Rate	5%	5%

h The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

i Maturity Profile of Defined Benefit Obligations

Expected benefits payment	As at	As at
	31st March, 2019	31st March, 2018
Year 1	2.48	2.32
Year 2	0.10	0.16
Year 3	0.09	0.11
Year 4	1.18	0.11
Year 5	0.04	0.93
Above 5 years	3.52	3.79

AGIO PAPER & INDUSTRIES LIMITED
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Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Lakhs.)

j Sensitivity Analysis

The sensitivity analyses below have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	Gratuity	
Effect on DBO due to 1% increase in Discount Rate	7.25	7.16
Effect on DBO due to 1% decrease in Discount Rate	7.58	7.53
Effect on DBO due to 1% increase in Salary Escalation Rate	7.58	7.53
Effect on DBO due to 1% decrease in Salary Escalation Rate	7.25	7.16
Effect on DBO due to 1% increase in Attrition Rate	7.41	7.34
Effect on DBO due to 1% decrease in Attrition Rate	7.41	7.33

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

36 Certain trade receivables, loans & advances and creditors are subject to confirmation. In the opinion of the management, the value of trade receivables and loans & advances on realisation in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

37 Related Party Disclosures

Related parties with whom transactions have taken place during the year and previous year are:

Party having significant influence over the Company	Arrow Syntax Private Limited
Key Management Personnel	Ankit Jalan (Whole Time Director)

Related Party Transactions

Particulars	2019-20		2018-19	
	Parties having significant influence over the Company	Key Management Personnel	Parties having significant influence over the Company	Key Management Personnel
Unsecured Loan taken during the year	-	-	-	12.00
Unsecured Loan repaid during the year	50.75	2.00	30.80	10.00
Remuneration Paid	-	-	-	1.12

Balance Outstanding as at the balance sheet date

Particulars	As at	As at
	31 st March 2020	31 st March 2019
Unsecured Loan Payable	755.45	808.20

Terms and Conditions of transactions with Related Parties

The Company has taken loan from Enterprises owned/influenced by Key Management Personnel (KMP) or their relatives as well as from KMP's. The loan is unsecured, repayable on demand and interest free.

AGIO PAPER & INDUSTRIES LIMITED

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Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Lakhs.)

38 Fair value of Financial Assets and Financial Liabilities

Particulars	31st March 2020		31st March 2019	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Non-Current Financial Assets				
Trade Receivables		-		-
Loans		6.00		6.68
Other Financial Assets		3.22		2.94
Current Financial Assets				
Trade Receivables		-		-
Cash and Cash Equivalents		2.53		3.05
Bank Balances other than above		2.50		2.50
Loans		-		-
Other Financial Assets		2.39		2.11
Total Financial Assets	-	7.42	-	7.65

Particulars	31st March 2020		31st March 2019	
	FVTPL	Amortized Cost	FVTPL	Amortized Cost
Non-Current Financial Liabilities				
Borrowings		637.35		57.694
Other Financial Liabilities		16.62		16.62
Current Financial Liabilities				
Borrowings		755.45		808.20
Trade Payables		34.08		36.94
Other Financial Liabilities		3.74		3.33
Total Financial Liabilities	-	1447.24	-	1442.03

Note:

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

39 Fair Values

The management assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, short term borrowings, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

40 Financial Risk Management

The Company's financial liabilities comprise long term borrowings, short term borrowings, capital creditors, trade and other payables. The Company's financial assets include trade and other receivables, cash and cash equivalents and deposits.

The audit committee provides assurance to the Company's management that the Company's risk activities are governed by appropriate policies and procedures and that risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

Credit Risk

Trade Receivables

Ageing schedule	Not due	0-30 days past due	31-60 days past Due	61-90 days past due	91-120 days past due
Gross carrying amount	-	-	-	-	29.83
Expected loss rate	-	-	-	-	100%
Expected credit losses (Loss allowance provision)	-	-	-	-	29.83
Carrying amount of trade receivables (net of impairment)	-	-	-	-	-

Reconciliation of loss allowance provision –	Trade Receivables	Loans and Deposits
Loss allowance on 31st March 2018	29.83	0.06
Changes in loss allowance	-	-
Loss allowance on 31 March 2019	29.83	0.06
Changes in loss allowance	-	-
Loss allowance on 31 March 2020	29.83	0.06

Liquidity Risk

- a The following are the remaining contractual maturities of financial liabilities as at 31st March 2020

Particulars	On Demand	Less than 6 months	6 months to 1 year	1 years to 5 Years	More than 5 years	Total
Trade payables	34.08					34.08
Borrowings						-
Preference Shares					637.35	637.35
Rupee Term Loan	-					-
Short Term Borrowings	755.45					755.45
Other financial liabilities	3.74			16.62		20.36
Total	793.27	-	-	16.62	637.35	1447.24

- b The following are the remaining contractual maturities of financial liabilities as at 31st March 2019

Particulars	On Demand	Less than 6 months	6 months to 1 year	1 years to 5 years	More than 5 years	Total
Non-derivative						
Trade payables	36.94					36.94
Borrowings						-
Preference Shares					576.94	576.94
Rupee Term Loan	-	-	-			-
Short Term Borrowings	808.20					808.20
Other financial liabilities	3.33			16.62		19.96
Total	848.48	-	-	16.62	576.94	1442.03

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate, currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

Foreign Exchange Risk

The company does not have any exposure in foreign currency at the yearend of 31st March 2020 and 31st March 2019. Hence the risk of foreign exchange fluctuation is nil.

Interest Rate Risk

The company does not have any exposure to Interest Rate risk as on 31st March 2020 and 31st March 2019

AGIO PAPER & INDUSTRIES LIMITED

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Notes to Financial Statements for the year ended 31st March, 2020

(Amount in Rs.)

41 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

42 Segment Reporting

The Company's business activities fall within a single primary reportable segment viz., Writing & Printing Paper. Accordingly, pursuant to Indian Accounting Standard-108 on Segment Reporting, Segmental Information is not given.

43 The previous year figures are reclassified where considered necessary to conform to this year's classification.

The accompanying notes are an integral part of the Financial Statements

As per our Report annexed of even date

For J K V S & CO
(Formerly Jitendra K Agarwal & Associates)
Chartered Accountants
Firm Registration No. 318086E

For and on behalf of the Board of Directors

ABHISHEK MOHTA
Partner
Membership No. 066653
Kolkata

M Chakrabarty
Director
DIN: 03106149

Ankit Jalan
Executive Director
DIN:02577501

The 14th day of July, 2020

R R Debata
Chief Financial Officer

Route map to the venue of the 35th AGM of Agio Paper & Industries Ltd.



41A, AJC Bose Road 505, Diamond Prestige, Kolkata – 700 017



AGIO PAPER & INDUSTRIES LTD.

Regd. Office: 41A, AJC Bose Road 505, Diamond Prestige, Kolkata – 700 017

CIN: L21090WB1984PLC037968

Phone: (033) 66286654, Website: www.agiopaper.com, E-mail id: redressal@agiopaper.com

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING HALL.
PLEASE ALSO BRING YOUR COPY OF THE ENCLOSED ANNUAL REPORT.

I hereby record my presence at 35th Annual General Meeting to be held on Tuesday the 29th September, 2020 at 10:30 A. M **505, Diamond Prestige, 41A, AJC Bose Road, Kolkata - 700 017**

Regd. Folio No:	Name of the Share Holder/Proxy (in Block letters)	Signature
DP ID No		
Client ID No.		



AGIO PAPER & INDUSTRIES LTD.

Regd. Office: 41A, AJC Bose Road 505, Diamond Prestige, Kolkata – 700 017

CIN: L21090WB1984PLC037968

Phone: (033) 66286654, Website: www.agiopaper.com, E-mail id: redressal@agiopaper.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s): _____
Registered address: _____
E-mail Id: _____
Folio No/Client Id: _____
DP ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the company to be held on Tuesday the 29th September, 2020 at 10:30 A. M at **505, Diamond Prestige, 41A, AJC Bose Road, Kolkata - 700 017** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
	Ordinary Business
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2020 and Director's Report and Auditors' Report thereon.
2	Ordinary Resolution for Appointment of M/s. Lunia Singh Mohanty & Co., Chartered Accountants (Firm Registration No. 323912E) as Statutory Auditors of the Company for the Financial Year 2020-21.
	Special Business
3	Ordinary Resolution for appointment of Mr. Suraj Narayan Jaiswal (DIN: 08535572) as an Independent Director of the Company

Signed this _____ day of _____

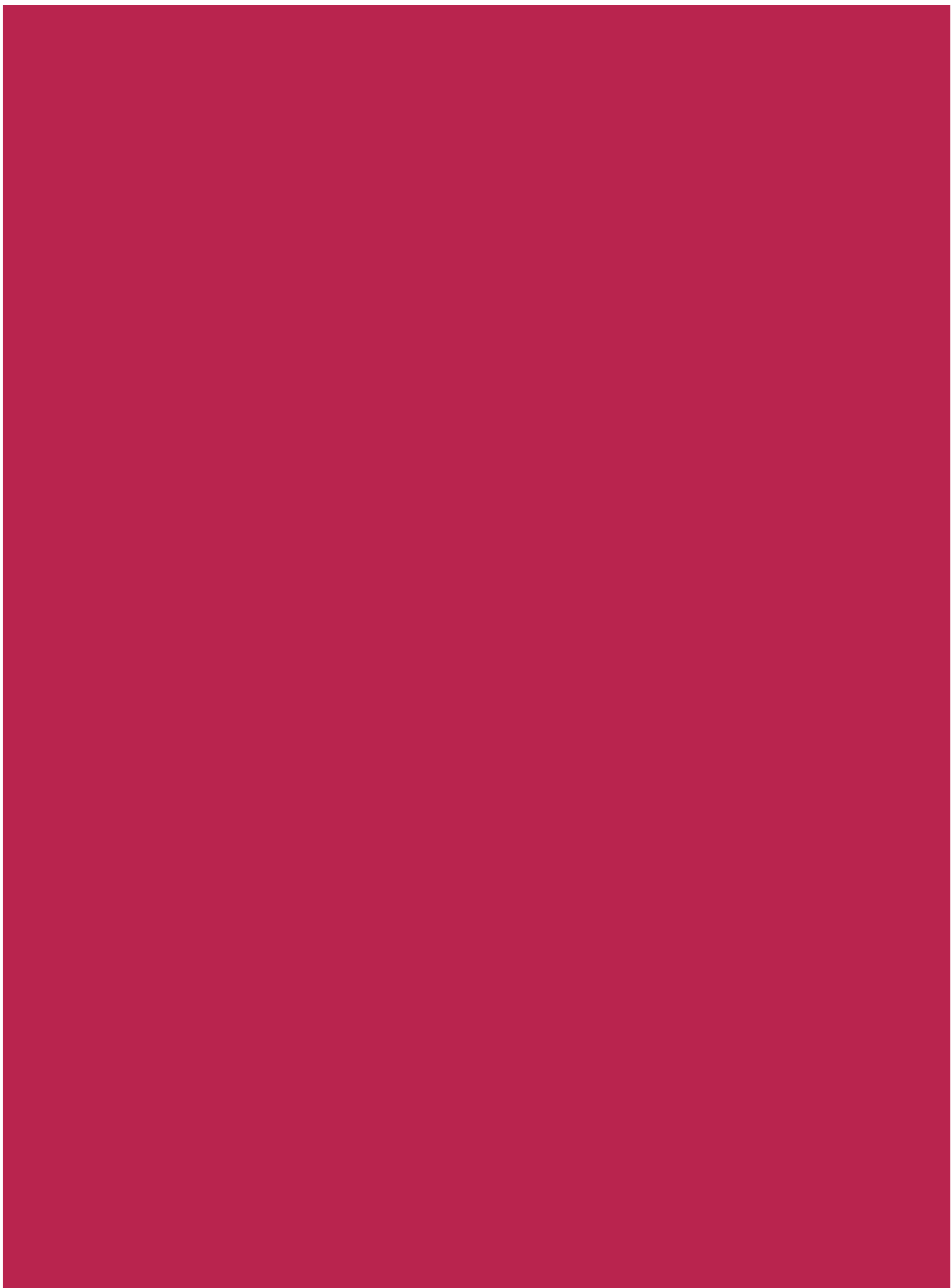
Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note :1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the text of the Resolutions, Explanatory Statement & Notes, please refer to the Notice convening the 35th Annual General Meeting dated 29th August, 2020.



Regd. Off. : Agio Paper & Industries Ltd.

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