



Dear Member,

**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, Agio Paper & Industries Ltd (“APIL or the Company”) is offering e-voting facility to its members in respect of the business to be transacted at the Twenty Ninth Annual General Meeting scheduled to be held on Wednesday September 24<sup>th</sup> 2014 11.00 a.m.

The Company has engaged the services of Central Depository Services (India) Ltd.( CDSL) as the Authorized Agency to provide e-voting facilities, click on [www.evotingindia.com](http://www.evotingindia.com) after reading the e-voting instruction..

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m (IST) on September 15,2014  
End of e-voting :: Upto 7.00 p.m (IST) on September 17,2014

The cut-off date ( i.e. the record date) for the purpose of e-voting is August 16,2014.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the notice dated August 14,2014 for the 29<sup>th</sup> annual general meeting scheduled to be held on September 24, 2014 which has already been mailed to you along with the full Annual Report for the financial year 2013-14 of the Company. A copy of the said Notice is sent herewith for reference. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting the electronic means.

The Notice of Annual General Meeting and this Communication are also available on the website of the Company at [www.agiopaper.com](http://www.agiopaper.com).

Kolkata  
August 14, 2014

Yours Faithfully  
For Agio Paper & Industries Ltd

Saikat Ghosh  
Company Secretary

**Registered Office: 505 Diamond Prestige ,41A, AJC Bose Road, Kolkata- 700 017**  
Phone: (033) 40225900, Website:[www.agiopaper.com](http://www.agiopaper.com), E-mail id: [redressal@agiopaper.com](mailto:redressal@agiopaper.com)  
CIN: L21090WB1984PLC037968

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 15.09.2014 at 10.00 A.M and ends on 17.09.2014 at 7.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 16, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the</li></ul>

	details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant < Agio Paper & Industries Ltd.> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- xix) Mr. Atul Kumar Labh (Membership No. FCS 4848) Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- xx) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the AGM.

## NOTICE

**NOTICE** is hereby given that the Twenty Ninth Annual General Meeting of the Members of Agio Paper & Industries Ltd. ( CIN L21090WB1984PLC037968) will be held at Auditorium of Bengal National Chamber of Commerce & Industry , Bengal National Chamber House, 23, R.N. Mukherjee Road, Kolkata – 700001 on Wednesday the 24<sup>th</sup> September, 2014 at 11:00 A. M. to transact the following Business:

### **Ordinary Business**

1. To consider and adopt the audited accounts of the Company for the year ended 31<sup>st</sup> March 2014, together with the Report of the Directors and Auditors.
2. To appoint a director in place of Shri Ankit Jalan (DIN: 02577501), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard 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 (2) and 142(1) of the Companies Act, 2013, M/s Singhi & Co ( Firm registration No : 302049E ), Chartered Accountants, the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three (3) years subject to ratification by members at every Annual General Meeting commencing from the conclusion of this Annual General Meeting until the conclusion of the fourth consecutive Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis."

### **Special Business**

4. To appoint Shri Sheo Shankar Joshi (DIN: 01180895) as an Independent Director and in this regard 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 Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Shri Sheo Shankar Joshi (DIN : 01180895 ), Director of the Company and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intentions to propose Shri Sheo Shankar Joshi, as a candidate for office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2019 not liable to retire by rotation.”

5. To Appoint Shr Kamal Kumar Khetawat (DIN: 00438830) as an Independent Director and in this regard 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 149 ,152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the said act, Shri Kamal Kumar Khetawat (DIN : 00438830), Director of the company and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Companies Act, 2013signifying his intention to propose Shri Kamal Kumar Khetawat, as a candidate for office of director of the Company, be and is hereby appointed as an Independent Director of the company to hold office for 5 (five) consecutive years for a term up to the conclusion of 34th Annual General Meeting, of the Company in the calendar year 2019 not liable to retire by rotation.”

6. To re-appoint Shri Davinder Kumar (DIN: 00289363) as a Whole-time Director designated as Executive Director and in this regard to consider and if thought fit, to pass, with or without

modification(s), the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Shri Davinder Kumar , is reappointed as Wholetime Director for a period of two years with effect from 24<sup>th</sup> February,2014 on such terms and conditions as set out in the Statement annexed to the notice convening this meeting, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said re appointment and/ or remuneration in such manner as may be agreed to by and between the Company and Shri Davinder Kumar provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **7. Borrowing Powers**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a SPECIALRESOLUTION:

**“RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which power the Board may exercise by delegation to a duly constituted Committee thereof) for borrowing moneys for the purpose of the business of the Company, from time to time, upon such terms and conditions as they think fit, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, provided that the total amount upto which money be borrowed by the Board of Directors, apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business, shall not exceed Rs. 65 crores (Rupees Sixty five crores only).

**RESOLVED FURTHER THAT** the consent of the Members of the Company be and is hereby given to the Board of Directors for securing the repayment of the said borrowing, with interest, costs and other moneys in such manner as they may think fit and for that purpose to execute mortgages, charges and / or hypothecation in respect of the whole or any part of the properties and assets of the Company, both present and future and on such terms and conditions as the Board of Directors may think fit from time to time.”

### **8. Mortgage of Assets**

To consider and, if thought fit, to pass with or without modifications, the following Resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include a duly constituted Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of Banks / Financial Institutions and / or other Lenders / Investing Agencies / Trustees for Debentures / Bonds to secure borrowings from time to time provided that the aggregate of borrowings so secured shall not exceed Rs. 65 crores (Rupees Sixty five crores only) outstanding at any time exclusive of interest, additional interest, compound interest, liquidated damages, commitment charges, premia onprepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised and empowered to finalise, settle and execute requisite agreements, documents,

deeds, indemnities, guarantees, declarations or other legal undertakings and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

14<sup>th</sup> August, 2014  
**Registered Office:**  
41A, AJC Bose Road  
Suite no. 505  
Kolkata – 700 017

By Order of the Board  
**For Agio Paper & Industries Limited**  
  
**Saikat Ghosh**  
**Company secretary**

**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 11:00 A. M. on 22<sup>nd</sup> September, 2014.**
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 22<sup>nd</sup> September 2014 to 24<sup>th</sup> September 2014 (both days inclusive).
6. Explanatory statements pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under Item No.4 to 8 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., 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001, Phone : 033 2243 5029/5809, Fax : 033 2248 4787, E-mail : mdpldc@yahoo.com.
11. **Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.**
13. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means. A separate communication containing all necessary instructions and relevant information is being sent separately.



## 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.

#### Items 4 to 5

#### Appointment of Independent Directors

The Company has a total Board strength of 4 Directors. The Company is in compliance with Clause 49 of the Listing Agreement by having 2 Independent Directors representing 50% of the total Board strength. The details have been disclosed in the Corporate Governance Report of each year to the Shareholders.

With the coming into force of the Companies Act, 2013, our Company, being a listed Company, shall have at least one-third of the total number of Directors as Independent Directors. Clause 49 of the Listing Agreement continues to prescribe a higher ceiling of 50%, as applicable to our Company. With our total Board strength remaining unchanged at 4, we have to have a minimum of 2 Independent Directors to comply with 50% requirement of SEBI.

Section 149(10) of the Companies Act, 2013 now mandates the appointment of Independent Director for a fixed tenure up to five consecutive years. He/ She shall be eligible for reappointment for one more term of five years on passing of a Special Resolution by the Company.

SEBI, by Circular dated April 17, 2014, has advised Stock Exchanges to amend Clause 49 of the Equity Listing Agreement with a view to align them with the new Company Law and in certain areas SEBI has imposed more stringent conditions as well. This inter alia deals with compliance of Section 149(5) before 1st October 2014.

In order that our Company ensures due compliance with the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement, it is intended to pass requisite Resolutions at this AGM for the appointment of 2 Independent Directors who are already on the Board. Both of the existing Independent Directors of the Company qualify for being appointed as Independent Director for a tenure of five years from the commencement of Section 149. Accordingly, their appointments have been proposed for a fixed tenure from 24th September 2014 and ending with the conclusion of the 34th Annual General Meeting in the Calendar year 2019.

The Company has received Notices under Section 160 from Members proposing each of the candidature for being appointed as Independent Director. Details of Independent Directors proposed for appointment are furnished in the Annexure pursuant to Clause 49 of the Listing Agreement that forms an integral part of this Notice.

Name of independent Director	Date of First appointment	Date of last re-appointment	Proposed tenure
Kamal Kumar Khetawat	01.08.2011	25th September,2014	Till conclusion of the 34th Annual General Meeting in the calendar year 2019
Sheo Shankar Joshi	01.08.2011	--	

The Company has received requisite declaration from each of the above, in deference to Section 149(7) that he meets the criteria of independence as provided in Section 149(6) of the Act. It is further confirmed that in the opinion of the Board each of the Independent Director proposed to be appointed as above fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed Director is independent of the Management.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends these Resolutions for your Approval.

#### **Item no.6**

Shri Davinder Kumar is a graduate from IIT –Khragpur. He has got a wide and varied industrial experience and has been associated from inception, implementation to successful operation of projects in India and abroad. Out of his total experience of over 40 years, he has spent last 30 years in Paper Industry in the capacity of Wholetime Director.

He has been continually serving the company in the capacity of Wholetime Director since 2003. The present term of office of Shri Davinder Kumar, Wholetime Director designated as Executive Director has expired on 24<sup>th</sup> February, 2014. The Board of Directors of the company (the Board), at its meeting held on 14<sup>th</sup> February, 2014 has, subject to the approval of members, re-appointed the said Wholetime Director as Executive Director for a further period of 2 years from the expiry date of his term.

The broad particulars of remuneration payable to Shri Davinder Kumar are as under:-

#### **Terms & Conditions**

1) **Designation:** Wholetime Director

2) **Term:** 2 years with effect from 25.02.2014

3) **Salary:** No salary will be paid to him as on date. However the Board of Directors has the liberty to fix a minimum remuneration and other perquisites pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under.

In compliance with the provisions of the Companies Act, 2013 the appointment and the terms of remuneration specified above are now being placed before the Members in the Annual General Meeting for their approval.

The said appointment is subject to the approval of the members in the General Meeting.

The above may be treated as an abstract of the terms of contract between the Company and Shri Davinder Kumar under Section 190 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than Shri Davinder Kumar, is interested financially or otherwise in this Resolution.

The Board recommends this Resolution for your Approval.

#### **Items no.7 &8**

#### **Borrowing powers and Mortgage of Assets**

In terms of Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956, the Members had passed requisite Resolutions, by way of Ordinary Resolution and Special Resolution at an Annual General Meeting and also by way of Postal Ballot on 27<sup>th</sup> July 2007 and 12<sup>th</sup> March 2011, respectively. The Board of Directors was duly delegated powers for making borrowings and creating security for such borrowings upto an aggregate outstanding amount of Rs.50 crores.

The Central Government has since enacted the Companies Act, 2013 in place of the Companies Act, 1956 and the provisions of new Law are being effectuated in a phased manner. In terms of Section 180 of the

Companies Act, 2013, the authorisation by Members for the aforesaid purposes shall require to be given by way of Special Resolution as opposed to the Ordinary Resolution required under the old Law. Ministry of Corporate Affairs, by General Circular No. 04/204, dated 25th March 2014, has clarified that the Resolutions passed under Section 293 of the Companies Act, 1956 prior to 12<sup>th</sup> September 2013 with reference to borrowings and / or creation of security will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the new Law.

It has, thus, become necessary for the Company to revalidate the sanctions already given by passing a fresh Resolution by way of Special Resolution. Having regard to the future revival plans of the Company, the promoters group intends to infuse fresh funds and also enhance the limit for such operations.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends this Resolution for your Approval.

### Additional Details of the Independent Directors

<b>Name of the Director</b>	Sheo Shankar Joshi
Date of Birth	05.01.1955
Nationality	Indian
Date of Appointment on the Board	01.08.2011
Qualification	B.Com
Experience in functional areas	Shri Joshi has been involved with paper business for more than two decades and possesses expert knowledge of marketing and sales.
Shareholding in the Company	Nil
List of Directorship held in other Companies	Nil
Committee Membership in other Companies	Nil

<b>Name of the Director</b>	Kamal Kumar Khetawat
Date of Birth	28.12.1967
Nationality	Indian
Date of Appointment on the Board	01.08.2011
Qualification	B.Com
Experience in functional areas	Shri Khetawat has wide variety of entrepreneurial skills ranging over a period spanning more than twenty years and his expertise and his operational skills will be helpful in the company's growth.
Shareholding in the Company	Nil
List of Directorship held in other Companies	Pristine Regent Infratech Ltd
Committee Membership in other Companies	Nil