

NOTICE

NOTICE is hereby given that the Thirty Fourth 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 Monday the 30th September, 2019 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 2019, together with the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Ankit Jalan (DIN: 02577501), who retires by rotation and being eligible offers himself for re- appointment.

Special Business:

3. **To appoint Mr. Umesh Kumar Dhanuka (DIN: 01666884) 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. Umesh Dhanuka (DIN: 01666884), 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 01st February, 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. Umesh Kumar Dhanuka (DIN: 01666884) as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 01st February, 2019 be and is hereby approved.”

4. **To appoint Mr. Malay Chakrabarty (DIN: 03106149) as a Director of the Company**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Malay Chakrabarty (DIN: 03106149), 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 10th September 2018, to hold office up to the date of this Meeting, be and is hereby appointed a Director of the Company and his office will be liable to retirement by rotation.”

5. **Issue of 10% Non-cumulative Redeemable Preference Shares on Private Placement Basis**
To consider and, if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution.

“**RESOLVED THAT** in supersession of the Resolution passed through Postal Ballot dated 17.12.2018 and pursuant to the provisions of Sections 42 read with rule 14 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 read along with section 102 and section 108 read with rule 22 of The Companies (Management and Administration) Rules, 2014 and section 110, 117 and 179(3) and all other relevant provisions of the Companies Act, 2013 ('Act'), if any and the rules framed thereunder (including, any statutory modification(s) or amendment thereto or re-enactment thereof); the applicable laws (including, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); the Memorandum and Articles of Association of the Company; and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include a duly constituted committee thereof and any person authorized by the Board in this behalf), person authorized by the Board in this behalf), the consent, authority and approval of the members of the Company, including confirmation of actions taken hitherto, be and is hereby accorded, to the Board to offer, Issue and allot by way of private placement offer letter, upto 5,00,000 (Five Lakh only) 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each aggregating to a total value of upto Rs. 5,00,00,000 (Rupees Five Corers Only) to M/s BENGAL ORION FINANCIAL HUB LIMITED.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution any of the Director of the Company be and is hereby authorized to take all such action and/ or to give such directions and to do all such acts, deeds and things as may be considered necessary or desirable and to accept any modification(s) in terms of issue of preference shares as may be required by any statutory authority and to settle any question or difficulty that may arise with regards to the issue and allotment of preference shares and to alter, vary, add or delete any of terms / conditions thereof as they may deem expedient in the best interest of the Company.”

28th August, 2019

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

By Order of the Board
For Agio Paper & Industries Limited
Sd/-
Whole Time Director

CIN: L21090WB1984PLC037968

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

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy and the proxy need not be a member of the Company.
2. The Proxy form must be deposited at the registered office of the Company not less than 48 hours before the scheduled hour of commencement of the meeting i.e. by 10:30 A. M. on 28th September, 2019.
3. Members/Proxies should bring their attendance slips duly filled in for attending the meeting.
4. Members are requested to bring their copy of the Annual Report with them at the Annual General Meeting, as the copies of the report will not be circulated at the meeting.
5. The Register of Members and Share Transfer Registers of the Company will remain closed from 22nd September, 2019 to 30th September, 2019 (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 Mr. Prateek Kohli, Partner of Prateek Kohli & Associates, 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

Statndard-2 on General Meeting (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members 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 27th September, 2019 (9:00 AM) and ends on 29th September, 2019 (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 23rd September, 2019, 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 29th September, 2019. 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 cspkohli@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 23rd September 2019.

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. 23rd September 2019, 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.

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.

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.

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.

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.

The Results declared alongwith 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.

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. Umesh Kumar Dhanuka (DIN: 01666884) was appointed by the Board at its meeting held on 01st February, 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. Umesh Kumar Dhanuka (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. Umesh Kumar Dhanuka as a Non – Executive Independent Director of the Company for a term of 5 consecutive years w.e.f. 01st February, 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. Umesh Kumar Dhanuka 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.

Item No. 4

Mr. Malay Chakrabarty (DIN: 03106149) was appointed by the Board at its meeting held on 10th September, 2018 as an Additional Executive Director of the Company. His appointment is to be regularized in the Annual General Meeting of the Company.

The Company has received from Mr. Malay Chakrabarty (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.

The Resolution seeks the approval of members for the appointment of Mr. Malay Chakrabarty as a Executive Director of the Company as per the applicable provisions of the Companies Act, 2013 and the Rules made hereunder. He office is liable to retire by rotation.

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.

Item No. 5

The Resolution seeks the approval of members for Issue upto 5,00,000 (Five Lakhs Only) 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each on private placement basis pursuant to Section 42 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder.

Authority of the members is sought for obtaining a limit of upto Rs. 5,00,00,000/- which will be issued by the Board of Directors of the Company as and when working capital is required. The limit will remain in force for a period of One year from the date of passing of the Resolution.

The Board recommends to pass this resolution as a Special Resolution.

- 1. Particulars of the Offer:** The offer by way of Private Placement is made for issue of upto 5,00,000 , 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each for supporting and facilitating the working capital requirements of the company.

2. Securities offered

Nature of Securities	Offer Price
10% Non-cumulative Redeemable Preference Shares	Rs. 100/- each

3. Basis of Justification of Price:

The above-mentioned securities are being offered at par value i.e. Rs. 100/-. The value of Rs. 100/- is the face value of the securities which is registered with the Registrar of Companies. A certificate of the face value of the Preference shares is obtained from TIBREWALA & CO.

4. Particulars of the Valuer of the Preference Shares (Certificate of Face Value):

Name of the CA firm conducted valuation: TIBREWALA & CO.

Firm Registration No.: 325908E

Name of the partner of the firm signing the valuation report: CA Anurag Kumar Khetan

Membership No. of the person signing the valuation report: 068086

Date of Report: 25.06.2019

5. Amount proposed to be raised by way of the offer:

The Company intends to raise an amount of upto Rs. 5,00,00,000/- by way of issue of 5,00,000 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each.

6. Other Terms and Conditions:

Material terms of raising such securities	The Preference Shares are being issues at par value of Rs. 100/- each.
Proposed time schedule,	The allotments will be completed within the time periods as mentioned under the Act. The Special Resolution will remain in force for a period of One Year from the date of passing of the resolution.
Purposes or objects of offer	The capital raising is being done for supporting the working capital needs of the company.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	There is no contribution from the promoters or Directors of the Company in any capacity or in furtherance of any objects linked to the purpose of raising of the said money.
Principle terms of assets charged as securities	N.A.

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: N.A.

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