



Date: 29.08.2020

To,
BSE Limited,
Department of Corporate Filings,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Ref: Agio Paper & Industries Ltd. (Scrip Code: 516020)

Sub: Submission of Notice of Annual General Meeting for the Financial Year 2019-2020 in compliance with SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

This has reference to captioned subject, we are submitting herewith soft copy of Notice of Annual General meeting for the Financial Year 2019-2020 in PDF format in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record. Please acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,
For AGIO PAPER & INDUSTRIES LTD

Malay Chakrabarty

Malay Chakrabarty
Director
DIN: 03106149



Encl.: As above

Regd. off.: Agio Paper & Industries Ltd.
505, Diamond Prestige
41A, A.J.C. Bose Road, Kolkata - 700 017
Phone : +91-33-66044834
E-mail : ho@agiopaper.com

Mill : Agio Paper & Industries Ltd.
Village Dhenka, P.O. Darrighat-Masturi
Bilaspur - 495 551 (Chhattisgarh)
Tele Fax : +91-7752-257 010
E-mail : mill@agiopaper.com

CIN - L21090WB1984PLC037968

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 this AGM 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



Malay Chakrabarty
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. 3 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



Statndard-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. 22nd 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he 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.





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.		





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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: _____
DPID: _____

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.

