



Date: 14<sup>th</sup> February 2019

To  
The Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001

Dear Sir/ Madam

**Sub.: Minutes of Postal ballot.**

In furtherance of our letter dated January 17, 2019 w.r.t voting result and scrutinizer's report of postal ballot, we hereby submit the minutes of announcement of result of postal ballot / e-voting conducted by the company.

We request you to take the same on record.

Thanking you

For and on Behalf of the Board

**AGIO PAPER & INDUSTRIES LIMITED**

*Malay Chakrabarty*

**Malay Chakrabarty  
Additional Executive Director**



Regd. off.: Agio Paper & Industries Ltd.

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E-mail : ho@agiopaper.com

Mill : Agio Paper & Industries Ltd.

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CIN - L21090WB1984PLC037968

**MINUTES OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY THE MEMBERS OF AGIO PAPER & INDUSTRIES LIMITED, THE RESULTS OF WHICH WERE DECLARED ON THURSDAY 17<sup>TH</sup> DAY OF JANUARY 2019, AT THE REGISTERED OFFICE OF THE COMPANY AT 505 DIAMOND PRESTIGE 41A AJC BOSE ROAD KOLKATA WEST BENGAL 700017**

Pursuant to the provisions of Section no 110 and 108 the companies Act, 2013 read with the Companies (Management and Administration) rules, 2014 and the SEBI [listing obligations and Disclosure Requirements) Regulations, 2015, the Company had Issued a Postal ballot notice dated 17<sup>th</sup> December, 2018 to obtain approval From shareholders through postal ballot / e-voting on the Following Special Resolution.

1. Approval For Issue of Preference Shares on Private Placement Basis.

The company has appointed National Securities Depository Limited (NSDL) to conduct voting through electronic mode.

The notice of Postal Ballot Containing Special Resolution, Explanatory Statement, Postal Ballot form, Instruction of E-voting and self- addressed postage pre-paid envelope (as applicable) were sent to members and other other concerned including Directors, stock exchanges etc. through postal ballot/ e-voting and was also placed on the website of the company.

The intimation about completion of dispatch of the postal ballot form/ e-voting and the last date for receipt of reply from shareholders was also intimated to the Shareholders by way of publication of advertisement in "Financial Express" (English) and "Ekdin" (Bengali) on 18<sup>th</sup> December 2018.

Member were advice to carefully read the instruction before casting their votes and were also advise to complete the e-voting process/ return the duly completed forms in the attached self – addressed envelop, so as to reach the scrutinizer on or before 5:00 P.M (IST) on January 16, 2019.

As intimated to the members through postal ballot notice.

1. Members can cast their vote online from 18th December, 2018 (09:00 A.M. onwards) till 16th January, 2019 (upto 5:00 p.m.) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on 16th January, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed overleaf of the form enclosed herewith and return it, duly completed and signed along with your Assent (FOR) or Dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 p.m. on 16th January, 2019. Please note that any Postal Ballot Form(s) received after the last date will be treated as reply has not been received.

CHAIRMAN'S  
INITIALS



2. Only a Member holding shares as on the cut-off date is entitled to exercise their vote through e-voting/Postal Ballot Form and send it to the Scrutinizer at the address as mentioned in the Business Reply Envelope.
3. A Member cannot exercise his vote by proxy on Postal Ballot.

After due scrutiny of postal ballot forms/ e-voting received upto 5.00 P.M (IST) on January 16, 2019 (being the last date for receipt of duly filled postal ballot forms) the scrutinizer submit his report on January 17,2019.

On the basis of report given by the scrutinizer, Mr. Malay Chakrabarty, Executive director of the company declared the result of the postal ballot / e-voting.

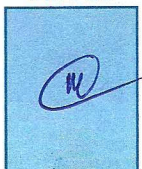
The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. January 16, 2019 has been taken as the date of passing resolution by postal ballot.

On the basis of report of Scrutinizer the Special Resolution as mentioned in the postal ballot notice dated 17.12.2018 has been passed with requisite majority as per the following details:

#### **APPROVAL OF ALLOTMENT OF PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS**

**“RESOLVED THAT** 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 authorised by the Board in this behalf), person authorised 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.

CHAIRMAN'S  
INITIALS



**“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.”

**RESOLVED FURTHER THAT** all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its directors and / or officers and / or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved."

Results:

<b>Item No.1 : To Approve Issue of Preference Shares on Private Placement Basis.</b>						
Voted in favour of the resolution	12	13250386	3	260	1325064 6	99.9994
Voted against the resolution	2	50	1	25	75	0.0006
<b>Total</b>	<b>14</b>	<b>13250436</b>	<b>4</b>	<b>285</b>	<b>1325072 1</b>	<b>100.00</b>
Invalid /Abstain votes	-	-	3	1,100	-	-

Based on the above results provided by the Scrutinizer, Resolution No. 1 was passed with requisite majority by the members of the company.

**VOTE OF THANKS**

There being no other business to transact the meeting was terminated with vote of thanks to the Chair.

Date:14<sup>th</sup> February 2019

Place: Kolkata

*Malay Chakrabarty*

CHAIRMAN

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