



**AGIO PAPER & INDUSTRIES LIMITED**

**MINUTES OF THE PROCEEDING OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF AGIO PAPER & INDUSTRIES LIMITED HELD AT THE AUDITORIUM OF BENGAL NATIONAL CHAMBER OF COMMERCE & INDUSTRY, BENGAL NATIONAL CHAMBER HOUSE, 23, R.N. MUKERJEE ROAD, KOLKATA - 700 001 ON WEDNESDAY, THE 26<sup>TH</sup> SEPTEMBER, 2012 AT 10.30 A.M.**

**PRESENT:**

Mr. Ankit Jalan	-Wholetime Director-Finance
Mr.Kamal Kumar Khetawat	-Director
Mr.Saikat Ghosh	- Company Secretary
Mr. Malay Chkraborty	-Authorized representative of M/s Arrow Syntex Pvt Ltd.

**SHAREHOLDERS:** 400 other shareholders and 1 shareholder were present through proxies.

**CHAIRMAN**

The Chairman of the Board not being present at the meeting, in accordance with Section 175 of the Companies Act, 1956 read with Articles of Association of the Company, Mr.S.K Dutta proposed the name of Mr. Ankit Jalan to be Chairman of the meeting and this was seconded by Mr.Deepak Tibrewal. Therefore, Mr. Ankit Jalan was elected as Chairman of the meeting.

**QUORUM**

The Company Secretary welcomed all the members present at the 27<sup>th</sup> Annual General Meeting of the Company. He confirmed the presence of requisite quorum at the meeting.

Thereafter Mr.Ankit Jalan chairman of the meeting read out the chairman's speech.

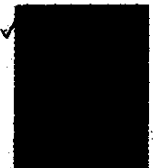
**STATUTORY REGISTRAR AND DOCUMENTS**

All the statutory registers i.e Register of Members pursuant to section 150, Register of Directors pursuant section 303 and Register of Directors Shareholding pursuant to section 307 were tabled and remained accessible to members during the continuance of the meeting.

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**CHAIRMAN'S  
INITIALS**



Company Secretary

Thereafter, with consent of the shareholders present at the Meeting, the Notice convening the 27<sup>th</sup> Annual General Meeting of the Company and the Directors' Report having already been circulated to the shareholders, were taken as read.

The Company Secretary Mr. Saikat Ghosh, read out the first and last paragraph of the Auditor's Report on the Annual Accounts of the Company for the financial year ended March 31, 2012 and all the annexure to the Auditor's Report was taken as read with the permission of the shareholders.

The Chairman thereafter with due permission of the members proposed the following Resolutions before the meeting:

**ORDINARY BUSINESS**

1. To receive consider and adopt the Audited Annual Accounts of the Company for the financial year ended 31<sup>st</sup> March 2012 along with the Report of the Board of Directors and Auditors Report.

"RESOLVED THAT the Audited Balance Sheet of the Company as on 31<sup>st</sup> March 2012 and the Audited Profit and Loss Account for the year ended on that date, together with the Director's and Auditor's Reports thereon, be and are hereby received, approved and adopted."

*Proposed By: Mr. Arup Kumar Das*

*Seconded By: Mr. Gautam Nandy*

The resolution was carried unanimously on show of hands.

2. a) Reappointment of Director Mr. Davinder Kumar who retires by rotation and being eligible offers himself for reappointment

"RESOLVED THAT Mr. Davinder Kumar who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

*Proposed By: Mr. P.K Sen*

*Seconded By: Mr. Ajit Bachawat*

The resolution was carried unanimously on show of hands.

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Company Secretary



**2. b) Reappointment of Director Mr. M.L. Jalan who retires by rotation and being eligible offers himself for reappointment**

"RESOLVED THAT Mr. M.L. Jalan who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

*Proposed By: Mr. Gautam Nandy*

*Seconded By: Mr. S R Mandal*

The resolution was carried unanimously on show of hands.

**3. Reappointment of Statutory Auditors M/s Singhi & Co. Chartered Accountants for the financial year 2012-13.**

"RESOLVED THAT the Auditors of the Company M/s. Singhi & Company, Chartered Accountants, who retires at this meeting, being eligible, and willing to act as Auditors, be and are hereby re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors of the Company."

*Proposed By: Mr. Arup Kumar Das*

*Seconded By: Mr. Gautam Nandy*

The resolution was carried unanimously on show of hands.

**SPECIAL BUSINESS**

With the permission of the meeting the Explanatory Statement with regard to item no. 4 was taken as read.

**4. Appointment of Mr. Davinder Kumar as Wholetime Director with retrospective effect from 25<sup>th</sup> February 2012.**

"RESOLVED THAT pursuant to provisions of sections 198,269,309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Davinder Kumar as wholetime Director of the Company for a period of two years with retrospective effect from 25<sup>th</sup> February 2012 upon the terms and conditions including remuneration as set out in the draft agreement and also the Explanatory Statement annexed to the notice convening this meeting, with liberty to the Board of Directors ( hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and to vary the terms and conditions of the said appointment and /or the Agreement so as not to exceed the limits specified in

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*SR*  
Company Secretary

schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between the directors and Shri Davinder Kumar.

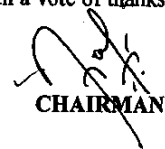
**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take necessary steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

*Proposed By: Mr.S.K Sukhani*

*Seconded By: Mr. Saibal Dutta*

The resolution was carried unanimously on show of hands.

There being no other business left the meeting concluded with a vote of thanks to the chair.


  
CHAIRMAN

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Company Secretary