

**A. K. LABH**

FCS, ACMA (ICAI), MBA, M.Com., ACSJ (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
Practicing Company Secretary



**A. K. LABH & Co.**

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : [aklabh@aklabh.com](mailto:aklabh@aklabh.com) / [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com)

Website : [www.aklabh.com](http://www.aklabh.com)

## **SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
of the 32<sup>nd</sup> Annual General Meeting of  
Agio Paper & Industries Limited  
41A, A. J. C. Bose Road  
Suite No. 505  
Kolkata - 700 017

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 32<sup>nd</sup> Annual General Meeting of the members of “Agio Paper & Industries Limited” (“Company”) held on Monday, 10<sup>th</sup> July, 2017 at Auditorium of Bengal National Chamber of Commerce & Industry, Bengal National Chamber House, 23, R. N. Mukherjee Road, Kolkata – 700001 at 10.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 29<sup>th</sup> April, 2017. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.

I submit my report as under:



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1. The remote e-voting period remained open from 9.00 A.M. IST on Thursday, the 6<sup>th</sup> July, 2017 up to 5.00 P.M. IST on Sunday, the 9<sup>th</sup> July, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 3<sup>rd</sup> July, 2017 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 29<sup>th</sup> April, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The votes were unblocked on Monday, the 10<sup>th</sup> July, 2017 around 12.30 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711 102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVSN : 170614004] and votes casted through physical ballot papers distributed at the AGM venue are as under:

**<A> ORDINARY BUSINESS:****a) Resolution 1**

*To consider & adopt the audited Financial Statements of the Company for the year ended 31.03.2017 together with the report of the Directors' and Auditors' thereon*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	7	13243045	
Voting by ballot	27	835	
<b>Total</b>	<b>34</b>	<b>13243880</b>	<b>99.9999%</b>



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	5	9	
<b>Total</b>	<b>5</b>	<b>9</b>	<b>0.0001%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

b) Resolution 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

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	32	844	
<b>Total</b>	<b>39</b>	<b>13243889</b>	<b>100.00%</b>



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## (ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

## (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

## c) Resolution 3: Ordinary Resolution

To appoint Messrs Jitendra K. Agarwal & Associates, Chartered Accountants as Auditors in place of existing auditors Messrs Singhi & Co., Chartered Accountants, upon completion of their term

## (i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	32	844	
<b>Total</b>	<b>39</b>	<b>13243889</b>	<b>100.00%</b>



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

## <B> SPECIAL BUSINESS:

### d) Resolution 4 : Special Resolution

*Increase in the Authorized Share Capital of the Company*

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	27	835	
<b>Total</b>	<b>34</b>	<b>13243880</b>	<b>99.9999%</b>

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## (ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	5	9	
<b>Total</b>	<b>5</b>	<b>9</b>	<b>0.0001%</b>

## (iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

## e) Resolution 5 : Special Resolution

*Issue of 10% Non-cumulative Redeemable Preference Shares on Private Placement Basis*

### (i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	27	835	
<b>Total</b>	<b>34</b>	<b>13243880</b>	<b>99.9999%</b>



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	5	9	
<b>Total</b>	<b>5</b>	<b>9</b>	<b>0.0001%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

f) **Resolution 6 : Ordinary Resolution**

Confirmation of Appointment of Mrs. Mohini Agarwal as a Director of the Company

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	32	844	
<b>Total</b>	<b>39</b>	<b>13243889</b>	<b>100.00%</b>



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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

**g) Resolution 7 : Ordinary Resolution**

*Appointment of Mrs. Mohini Agarwal as an Independent Director of the Company*

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	13243045	
Voting by ballot	32	844	
<b>Total</b>	<b>39</b>	<b>13243889</b>	<b>100.00%</b>

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(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

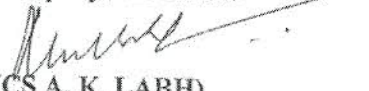
(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	395

- All the resolutions proposed hereinabove have been passed with requisite majority.
- The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

  
(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 10.07.2017



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*Witness :*

1. 

(Narayan Chandra Saha)  
108/1, Sarat Chatterjee Road,  
Howrah - 711 102

2. 

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata - 700 050



Verified the contents and received the Report of the Scrutinizer  
For Agio Paper & Industries Limited



(Saikat Ghosh)  
Company Secretary

