

# M/S AGIO PAPER & INDUSTRIES LIMITED



**Registered Office: 505, Diamond Prestige**

**41A, A.J.C Bose Road, Kolkata – 700 017**

**Telephone No: +91-33- 40630612**

**Email Id:ho@agiopaper.co.in**

**CIN: L21090W1984PLC037968**

## **NOTICE OF 37TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of Agio Paper & Industries Ltd. will be held at 505, Diamond Prestige, 41A, AJC Bose Road, Kolkata - 700 017 on Wednesday the 28<sup>th</sup> September, 2022 at 10:30 A. M. to transact the following business:

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### **Ordinary Business:**

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March 2022, 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. Issue of 10% Non-Cumulative Redeemable Preference Shares on Private Placement Basis

To consider and, if thought fit, pass the following resolution with or without modification(s) as a Special Resolution:

**“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 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, up to 10,00,000 (Ten Lakh only) 10% Non-Cumulative Redeemable Preference Shares ("NCRPs) of the face value of Rs. 100/- each aggregating to a value of upto Rs. 10,00,00,000 (Rupees Ten Crores Only) to M/s BENGAL ORION FINANCIAL HUB LIMITED ("BOFHL) on the following terms and conditions:

- a) The said Preference Shares shall carry preferential right to receive dividend at the rate of 10% per annum in the year in which the Company declares dividend and shall be Non-Cumulative Redeemable Preference Shares. The dividend in the year in which they are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
- b) Such Preference Shares shall be nomenclature as "10% Non-Cumulative Redeemable Preference Shares" (NCRP).
- c) The said Preference shares shall be redeemable at the option of the company at any time on or after 1<sup>st</sup> April, 2024 but within 31<sup>st</sup> March, 2032 at Par.
- d) Such Preference Shares shall carry preferential right for redemption of the capital on the winding up the Company.
- e) The voting rights on such Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 whenever applicable.

**“RESOLVED FURTHER THAT** for giving effect to the aforesaid issue of NCRP to BOFHL, below mentioned documents placed before the Board initialed by the Chairman for identification thereof be and is hereby adopted:

- Valuation report of Mr. Rahul Bhutoria, Registered Valuer (Securities and Financial Assets) Regn No. IBBI/RV/03/2020/12937 for determining the price for NCRPs;

- Draft private placement offer cum application letter (PAS-4) together with an application form for inviting subscription for issue of 10,00,000 (Ten Lakh only) 10% Non-cumulative Redeemable Preference Shares of the face value of Rs. 100/- each aggregating to a value of upto Rs. 10,00,00,000 (Rupees Ten Crores Only) each at par to BOFHL on preferential basis.

**“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.”

**Date: 3<sup>rd</sup>, September 2022**

**By the Order of the Board  
For Agio Paper & Industries Limited**

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

**Sd/-  
Malay Chakraborty  
Whole Time Director  
DIN: 03106149**

**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 28<sup>th</sup> September, 2022.
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 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (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.
7. In terms of the provisions of Section 152 of the Act, Mr. Ankit Jalan retires by rotation at the Meeting. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 1 to 3 of the Notice.
8. 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.
9. 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.
10. 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.
11. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the 40th Annual General Meeting of the Company, interalia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map and the Annual Report 2021-2022 are being sent only through electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
12. 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.

13. 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 Standard-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 25th September, 2022 (9:00 AM) and ends on 27th September, 2022 (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 21<sup>st</sup> September, 2022, 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 25<sup>th</sup> September, 2022. 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: Access to NSDL e-Voting system

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon</p>

	<p>“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



### **How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 hold 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. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:pujab35@gmail.com). with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 21.09.2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e 21.09.2022 may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).

3. 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](http://www.evoting.nsdl.com) to reset the password.

4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Date: 3<sup>rd</sup>, September 2022**

**By the Order of the Board  
For Agio Paper & Industries Limited**

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

**Sd/-  
Malay Chakraborty  
Whole Time Director  
DIN: 03106149**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

### Item no. 3

The following disclosure for the preferential issue of Non-Cumulative Redeemable Preference Shares is made in accordance with Section 23 read with Section 42 and 62 of the Companies Act, 2013 and the rules made thereunder:

- i. **Objective:** The capital raising is being done for supporting the working capital needs of the company.
- ii. **Issue size:** 10,00,000 (Ten Lakh only) 10% Non-cumulative Redeemable Preference Shares ("NCRPs") of the face value of Rs. 100/- each as proposed by the Board of Directors in their meeting held 29.04.2022 on the following Terms and Conditions: -
  - a) The said Preference Shares shall carry preferential right to receive dividend at the rate of 10% per annum in the year in which the Company declares dividend and shall be Non-Cumulative Redeemable Preference Shares. The dividend in the year in which they are allotted will be in proportion to the period in respect of which such shares remain paid provided that dividend is declared.
  - b) Such Preference Shares shall be nomenclatured as "10% Non-Cumulative Redeemable Preference Shares" (NCRP).
  - c) The said Preference shares shall be redeemable at the option of the company at any time on or after 1<sup>st</sup> April, 2024 but within 31<sup>st</sup> March, 2032 at Par.
  - d) Such Preference Shares shall carry preferential right for redemption of the capital on the winding up the Company.
  - e) The voting rights on such Preference Shares shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 whenever applicable.
- iii. **Price:** The price of issue of NCRPs will be the face value of Rs.100/- per NCCRP.
- iv. **Proposed amount to be raised:** Rs. 10,00,00,000 (Rupees Ten Crores Only)

- v. The price has been arrived at on the basis of the valuation report of a Registered Valuer. A copy of the same shall be placed in the meeting.
- vi. **Details of the valuer:** - Mr. Rahul Bhutoria, Registered Valuer (Securities and Financial Assets) Regn No. IBBI/RV/03/2020/12937, of GH-7/1, Bhutoria Niwas, Jagriti Sangh, Baguiati, Kolkata-700059
- vii. **Category of Proposed Allottee:** The issue is proposed to be made to the Promoter Group.
- viii. **Interest of Key Management Persons** - Promoters of the Company intend to subscribe to this offer.
- ix. **Proposed Timeline:** The allotment under the proposed issue shall be completed by 31<sup>st</sup> March 2023. However, each allotment shall be completed within 60 days of receipt of application money in terms of provisions of Section 42 of the Act.
- x. The proposed allottee for the issue is Bengal Orion Financial Hub Limited
- xi. **Principle terms of assets charged as securities:** - N.A.

The nature of concern or interest, financial or otherwise, if any, in respect of each item

1) 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.

2) Every other key managerial personnel: NA

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

## **ANNEXURE A**

### **Details of Directors seeking appointment/ re-appointment at the 37<sup>th</sup> Annual General Meeting scheduled to be held on September 28, 2022**

**(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements),  
Regulations 2015**

Name of the Director	<b>Mr. Ankit Jalan</b>
DIN	<b>02577501</b>
Date of Birth	<b>December 22, 1983</b>
Date of Appointment	<b>04th May , 2016</b>
Qualification	<b>Bachelors of Science in Business Administration</b>
Nature of Expertise	<b>He has experience in the financial sector</b>
Directorships held in other Indian public companies (other than Section 8 companies)	<b>Bengal Orion Financial Hub Limited</b>
Memberships / Chairmanships of Committees in other Company	<b>None</b>
Number of Equity Shares held in the Company	<b>115468</b>