



AGI INFRA LTD.
(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate Phase-II, Jalandhar City (Punjab) INDIA
Phone : 0181-2681986 | Tel/Fax : 0181-2681886 | gi_builders@yahoo.co.in
info@agiinfra.com | www.agiinfra.com

Dated: September 20, 2017

To
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001

Scrip Code: 539042

Subject: Proceeding and Voting Results of 12th AGM of AGI Infra Limited

Dear Sirs,

We would like to inform you that 12th Annual General Meeting of the Company was held today i.e. on 20.09.2017 at the registered office of the company situated at Jalandhar Heights, 66 Ft Road, Village Pholriwal near Urban Estate, Phase-II, Jalandhar-144001. Pursuant to the provisions of Section 103 of the Companies Act, 2013, necessary quorum was present to consider the matter as specified in the Notice of the 12th of the Annual General Meeting.

In this regard, Please find enclosed the following:

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-I**.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure-II**

This is for your information and records.

Thanking you,
Yours sincerely,
For AGI Infra Limited

Aarti Mahajan
Aarti Mahajan
(Company Secretary
& Compliance officer)





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PROCEEDINGS OF 12TH ANNUAL GENERAL MEETING OF AGI INFRA LIMITED HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT JALANDHAR HEIGHTS, 66 FT ROAD, VILLAGE PHOLRIWAL, NEAR URBAN ESTATE PHASE-II, JALANDHAR ON WEDNESDAY, 20TH SEPTEMBER, 2017 AT 3.30 P.M TO 5.30 P.M

DIRECTORS PRESENT

- | | |
|---------------------------|------------------------|
| 1. Mr. Sukhdev Singh | Managing Director |
| 2. Mrs. Salwinderjit Kaur | Whole Time Director |
| 3. Mr. Atul Mehta | Independent Director |
| 4. Mr. Anuj Rai Bansal | Non-Executive Director |

INVITEE:

- | | |
|------------------------------|--|
| 1. CA R.S Kalra | Statutory Auditor of the Company |
| 2. CS Saurabh Aggarwal | Secretarial Auditor of the Company |
| 3. Mr. Ashwani Kant Aggarwal | Internal Auditor of the Company |
| 4. Mr. Bhimanshu Gupta | Chief Financial Officer (CFO) of the Company |

MEMBERS' ATTENDANCE:

Total Number of shareholders as on cut-off date: 84 shareholders holding 10216720 shares.

Shareholders present in Person in the Annual General Meeting: 20

Shareholders Present by proxy in the Annual General Meeting:-00

Since, quorum being present as per Companies Act, 2013, the Chairman commenced the proceedings.

WELCOME

Mr. Sukhdev Singh, Chairman of the meeting of the company took the chair and welcomes the Shareholders and introduces the directors on the dais.

INSPECTION OF STATUTORY RECORDS

The Chairperson informed the shareholders that the statutory records i.e, Register of Members, Register of directors' shareholding and other books and records are available for inspection of the members at the place of meeting.



NOTICE OF THE MEETING

With the consent of the members present at the meeting the Notice convening the meeting was taken as read.

The Chairman informed the members that E-voting is not applicable to the company pursuant to the section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014. Hence, the voting in the AGM shall be done by show of hand (if poll is not demanded on any businesses). He further enumerated the procedure of conduct of voting by show of hand as per the provisions of Companies Act, 2013 to the members.

Particulars of the resolutions moved at the Annual General Meeting:

ORDINARY BUSINESS:

Item No.1 a)- Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

Item No.1 b) - Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.

On being put to vote the resolution was passed as '**Ordinary resolution**'

Item No. 2- Re-appointment of a Director

To appoint director in place of Mr. Anuj Rai Bansal (DIN:01278966) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

On being put to vote the resolution was passed as '**Ordinary resolution**'

Item No. 3 - Appointment of Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the Sections 139,142 and other applicable provisions, if any of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s H.S Makkar and Associates, Chartered Accountants having Firm Registration No.016971N, be and hereby appointed as the Auditors of the Company in place of the retiring auditors, M/s R.S Kalra & Associates, Chartered Accountants, for a period of five years to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 17th Annual General Meeting of the company to be held in 2022, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.



RESOLVED FURTHER THAT the appointment of M/s H.S Makkar and Associates ,Chartered Accountants, as the Auditors of the Company shall be subject to ratification by the members of the Company at every subsequent Annual General Meeting(as applicable under the Companies Act, 2013) held after this Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to this resolution and/or otherwise considered by them to be in the interest of the Company."

On being put to vote the resolution was passed as '**Ordinary resolution**'

Item No. 4 -Approval for entering into contracts and/or agreements with related parties

To consider and if thought fit to pass with or without modifications the following as a special resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into a joint Development Agreement with **S. Sukhdev Singh**, Related Parties as defined under the Act with respect to land given to the company in respect of development of AGI Pride a project being developed by the Company during the financial year 2017-18 in such transactions and by such modes as may be deem fit by the Company and as per draft contract produced in the meeting and duly initialed by the Chairman for the purpose of identification.

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the mechanism on which the saleable area be distributed between the company and S. Sukhdev Singh and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution"

On being put to vote the resolution was passed as '**Special resolution**'

Thanking you,
Yours sincerely,
For AGI Infra Limited

Aarti Mahajan
Aarti Mahajan
Company Secretary &
Compliance Officer



Date: 20.09.2017

Place: Jalandhar

VOTING RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20-09-2017 OF AGI INFRA LIMITED

Date of AGM	20-09-2017
Total number of shareholders on record date	84
No. of shareholders present in the meeting in person or through proxy	20
Promoters and Promoter Group	2
Public	18
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable

Item No.1 a)- Adoption of Audited Standalone Financial Statements & Item No.1 b)- Adoption of Audited Consolidated Financial Statements

Resolution Required (Ordinary/Special)						Ordinary		
Whether promoter/Promoter group are interested in the agenda/resolution						No		
Category of Shareholder	Mode of Voting	No. of Share holders 1	No. of Share holders voted 2	% of Voting held $3=(2/1)*100$	No. of Voting Cast in Favour 4	No. of Votes cast Against 5	% of Voting held in Favour $6=(4/2)*100$	% of Voting held Against $7=(5/2)*100$
Promoter & Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	2	2	100	2	Nil	100	Nil
	Total							
Public-Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total							
Public-Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	18	18	100	18	Nil	100	Nil
	Total	20	20	100	20	Nil	100	Nil



Item No. 2- Re-appointment of a Director

Resolution Required (Ordinary/Special)						Ordinary		
Whether promoter/Promoter group are interested in the agenda/resolution						No		
Category of Shareholder	Mode of Voting	No. of Share holders 1	No. of Share holders voted 2	% of Voting held $3=(2/1)*100$	No. of Voting Cast in Favour 4	No. of Votes cast Against 5	% of Voting held in Favour $6=(4/2)*100$	% of Voting held Against $7=(5/2)*100$
Promoter & Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	2	2	100	2	Nil	100	Nil
	Total							
Public-Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	18	18	100	18	Nil	100	Nil
	Total	20	20	100	20	Nil	100	Nil



Item No. 3 - Appointment of Auditors

Resolution Required (Ordinary/Special)						Ordinary		
Whether promoter/Promoter group are interested in the agenda/resolution						No		
Category of Shareholder	Mode of Voting	No. of Share holders 1	No. of Share holders voted 2	% of Voting held $3=(2/1)*100$	No. of Voting Cast in Favour 4	No. of Votes cast Against 5	% of Voting held in Favour $6=(4/2)*100$	% of Voting held Against $7=(5/2)*100$
Promoter & Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	2	2	100	2	Nil	100	Nil
	Total					Nil	100	Nil
Public-Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	18	18	100	18	Nil	100	Nil
	Total	20	20	100	20	Nil	100	Nil



Item No. 4 -Approval for entering into contracts and/or agreements with related parties

Resolution Required (Ordinary/Special)						Special		
Whether promoter/Promoter group are interested in the agenda/resolution						Yes		
Category of Shareholder	Mode of Voting	No. of Share holders 1	No. of Share holders voted 2	% of Voting held $3=(2/1)*100$	No.of Voting Cast in Favour 4	No.of Votes cast Against 5	% of Voting held in Favour $6=(4/2)*100$	% of Voting held Against $7=(5/2)*100$
Promoter & Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total							
Public-Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	Show of Hands	18	18	100	18	Nil	100	Nil
	Total	18	18	100	18	Nil	100	Nil

Thanking you,
Yours sincerely,
For AGI Infra Limited

Aarti Mahajan
Aarti Mahajan
Company Secretary &
Compliance Officer



Date: 20.09.2017
Place: Jalandhar