



AGI INFRA LTD.

(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

Jalandhar Heights, 66 Ft. Road, 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

Date:-25-01-2017

Scrip Code: 539042

To,
Department of Corporate Relations,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Re: - PROCEEDINGS & VOTING RESULTS OF THE EGM HELD ON 25-01-2017.

Dear Sirs,

We would like to inform you that EGM of the company was held today i.e. 25-01-2017 at the registered office of the company situated at Jalandhar Heights, 66ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001 where proper quorum was present in accordance with the provisions of companies Act, 2013 to consider the matters as specified in the Notice of the EGM.

The meeting was started at 3.30 P.M and concluded at 4.30 P.M

In this regard, please find enclosed proceedings and voting results of the Extra-Ordinary General Meeting of the Company.

Kindly take the above information into your records and oblige us.

Thanking you,
Yours faithfully,
For AGI INFRA LIMITED

Aarti Mahajan
Aarti Mahajan
Company Secretary





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PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF AGI INFRA LIMITED HELD ON WEDNESDAY, 25TH DAY OF JANUARY 2017 FROM 3.30 P.M. TO 4.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT JALANDHAR HEIGHTS, 66 FT. ROAD, VIILAGE PHOLRIWAL, NEAR URBAN ESTATE, PHASE -II, JALANDHAR-144001

PRESENCE

1. Sukhdev Singh	Managing Director
2. Salwinderjit Singh	Whole Time Director
3. Anuj Rai Bansal	Non- Executive Director
4. Atul Mehta	Independent Director
5. Manjit Singh	Independent Director
6. Aarti Mahajan	Company Secretary IN ATTENDANCE
7. Anchal Kashyap	Chief Financial Officer BY INVITATION

Member Attendance

Total number of shareholders as on cutoff date: 64 shareholders holding 10216720 shares.
Shareholders present in person in the Extra Ordinary General Meeting - 14
Shareholders present by person in the Extra Ordinary General Meeting -00

Welcome

Mr. Sukhdev Singh elected as the Chairman of the meeting took the chair and welcomed the shareholders and introduced the directors on the dais.

Quorum

Since the adequate quorum was present, the Chairman declared the meeting to be in order and started the proceeding of the meeting.

Inspection of Registers

The chairman 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 for the members at the place of meeting.

Notice of the extra ordinary general meeting

With the permission of the members, the Chairman declared that the notice of the extraordinary general meeting dated 30.12.2016 sent to the members along with the explanatory statement was taken as read.



The chairman informed that as per the notification issued by the Ministry of Corporate Affairs dated 19th day of March 2015 read with Companies (Management and Administration) Rules, 2014, Companies covered under XB of SEBI (ICDR) Regulation 2009 are exempted from providing e-voting facility to its shareholders. So e-Voting was not provided to the shareholders. Hence voting in the EGM shall be done by the show of hands (if poll is not demanded on any or all businesses). Thereafter, the following agenda of the meeting was taken up for Consideration.

Particulars of the Resolutions moved at the Extra-Ordinary General Meeting:-

1. Alteration of the Articles of Association of the Company to enable/facilitate issue of Debentures

The Chairman informed that the articles of association of the company requires alteration by inserting suitable clauses so as to enable Board of Director of your Company to raise or borrow from different class of lenders with a authority to create a charge on the assets of the company subject to limits approved by members of the Company. He further informed that a suitable clause in the Articles of Association is required to be inserted in order to set appropriate procedure for transfer of debentures of the Company.

The Resolution was proposed by Mr. Gundeep Singh and seconded by Mrs. Sham Sunder Aggarwal.

"RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force) read with the Companies (Incorporation) Rules, 2014 and subject to such other approvals, permission and consents as may be required, the articles of association of the Company be and are hereby altered by inserting following clauses:

'92. The Board may from time to time, at its discretion, subject to the provisions of Section 73, 179 and 180 of the Act, raise or borrow either from Directors or Central Government or State Governments, Bank, Corporation and/or any other person/persons(s)/party or parties and secure the payment of any sum or sums of money for the purposes of the company. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and, in particular by the issue of debentures of any kind including but not limited to Non Convertible debentures or debenture stock or any mortgage, or other security on the undertaking of the whole or any part of the property of the company (both present and future) including its uncalled capital for time being.

93. Save as provided in section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped or executed by the transferor and the transferee has been delivered to the company together with the certificate or certificates of the debentures.'



RESOLVED FURTHER THAT any 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 sign and execute all deeds, applications, forms, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

On being put to vote, the resolution was unanimously passed as "**Special Resolution**"

2. **Creation of Charges on the movable and immovable properties of the Company, both present and future, under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company**

The Chairman informed that in order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Under the provisions of Section 180 (1) (a) of the Act, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain approval of the share holders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favor of the lenders/ trustees for the holders of debentures/ bonds, to secure their payment of monies borrowed by the Company.

The Resolution was proposed by Mr. Arun Aggarwal and seconded by Mr. Ranjit Singh

"RESOLVED THAT in supersession of the resolution passed by Members of the Company on September 27, 2016 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules made there under and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages, hypothecations or otherwise on any of the properties of the Company whether movable and / or immovable wherever situated, both present and future on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit together with power to take over the substantial assets of the Company in certain events in favour of any bank(s) / financial institution(s) and / or body(ies) corporate, and / or Debenture trustee(s) and / or person(s), provided that the total amount of secured loan, secured debt or otherwise together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans for which the charge is to be created, shall not, at any time exceed Rs. 160 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the charges to be created by the Company aforesaid may rank prior / pari passu / subservient with / to the charges, mortgages and hypothecations already created or to be created by the Company as may be agreed to between the concerned parties.



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

On being put to vote, the resolution was unanimously passed as "**Special Resolution**"

3. Borrowing Powers under Section 180(1)(c) of the Companies Act, 2013

The Chairman informed that shareholders of the Company, in the Annual General Meeting held on September 27, 2016 had accorded their consent to the Board of Directors for borrowing up to Rs.140 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

He further informed that keeping in view the Company's existing and future financial requirements to support its business operations, the Company may require additional funds which may exceed the said limits.

The Resolution was proposed by Mr. Deepak Goel and seconded by Mrs. Geetanjali Aggarwal

"RESOLVED THAT in supersession of the resolution passed by Members of the Company on September 27, 2016 and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 and rules made there under and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing from time to time as it may think fit, any sum or sums of money not exceeding Rs. 160 Crores (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the company's assets and effects or properties including stock in trade, book debts or other current assets.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

On being put to vote, the resolution was unanimously passed as "**Special Resolution**"

4. Private placement of Non- Convertible Debentures

The Chairman informed that Company needs funds for expansion and working capital needs. To fund the increasing needs of business, the Company may issue Non Convertible Debentures on private placement basis. As per Section 42 of the Companies Act, 2013 read with the Rules made thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations to be made for such NCDs during the year.



The Resolution was proposed by Mr. Manoj Wadwa and seconded by Mrs. Kavita Goel

"RESOLVED THAT pursuant to provisions of section 42, 71 and other applicable provisions, if any, of the Companies Act 2013 read with Rules framed there under and subject to the provisions of Memorandum and Articles of Association of the Company and such other regulations, statute, directions, provisions etc as may be applicable, approval of the Members of the Company, be and is hereby accorded for making offer(s) or invitation to subscribe to Non-Convertible Debentures on private placement basis, in different tranches, for one year from the date of passing of this resolution, to the extent of Rs. 25 Crores and within the overall borrowing limits of the Company, from eligible investors(not exceeding such nos. as under applicable law), as may be approved by the Members, from time to time.

RESOLVED FURTHER THAT pursuant to section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules made there under, the Person(s) Authorized by the Board shall identify names of the prospective subscribers for the purpose of issuance of Private Placement offer letter.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued under each tranche, tenure, coupon rate(s), pricing of the issue, dates and closing of the offers/ invitations for subscription for such securities, deemed date(s) of allotment, redemption and other terms and conditions relating to issue of said securities on private placement basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution".

On being put to vote, the resolution was unanimously passed as **"Special Resolution"**

As there was no other matter the meeting was ended with a vote of thanks to the chair.

Thanking You,
Yours Faithfully,

For AGI Infra Limited


SUKHDEV SINGH
CHAIRMAN

Date: 25.01.2017
Place: Jalandhar