



**AGI INFRA LTD.**  
( BUILDERS & DEVELOPERS )

CIN : L45200PB2005PLC028466

Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate Phase-II, Jalandhar City (Punjab)-144001 INDIA  
Phone : 0181-2681986 | Tel/Fax : 0181-2681886 | gi\_builders@yahoo.co.in  
info@agiinfra.com | www.agiinfra.com

**Date: 25.09.2020**

To,  
Department of Corporate Services  
BSE Limited  
P.J.Towers ,Dalal Street  
Fort, Mumbai-400001

**Scrip Code: 539042**

Dear Sir/ Madam,

**Subject: Scrutinizer's Report pertaining to 15<sup>th</sup> Annual General Meeting of the Company.**

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that all the resolutions stated in the notice of 15<sup>th</sup> AGM have been duly passed with requisite majority by the members through remote e-voting facility and VC/OAVM (through video conferencing/other audio video means) e-voting at the 15<sup>th</sup> Annual General Meeting (AGM) held on Thursday, 24<sup>th</sup> September, 2020.

We are enclosing herewith consolidated Scrutinizer's Report dated 25<sup>th</sup> September, 2020 pursuant to the provisions of section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ( Amendment Rules, 2015)

This is for you information and records.

Thanking you,

Yours Faithfully,  
For AGI Infra Limited

*Aarti Mahajan*  
Aarti Mahajan  
(Company Secretary &  
Compliance Officer)





# KHANNA KARAN & CO.

PRACTICING COMPANY SECRETARIES

Mobile : 78883-40827 | 76962-91918 | E-mail : cskarankhanna@gmail.com

Office : 1st Floor, Sohal Complex, Sehdev Market, Jalandhar.

FORM NO. MGT.13

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

AGI Infra Limited

Registered office: Jalandhar Heights, 66ft Road, Village Pholriwal

Near Urban Estate Phase II, Jalandhar-144001

15<sup>th</sup> Annual/Extraordinary General Meeting of the Equity Shareholders of AGI Infra Limited Held on 24<sup>th</sup>, September, 2020 at 03:30 P.M. and meeting Concluded at 04:00 P.M. at Jalandhar Heights, 66 FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar, Punjab-144001

Dear Sir,


We, M/s Khanna Karan & Co., Practicing Company Secretaries, Jalandhar were appointed as Scrutinizer(s) to scrutinize the e-voting in a fair and transparent manner and also to ascertain the requisite majority votes for the resolutions proposed during the AGM in accordance with the relevant provision of the Companies Act, 2013, read with the relevant rules of the Companies(Management and Administration) Rules, 2014, as amended from time to time.

The Management of the Company assume complete responsibility of ensuring compliance of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014 (as applicable) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting.

My Responsibility as a scrutinizer is restricted to make Scrutinizer Report of the Votes casted " in favour" or "as against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited". I hereby submit my report as under:

For Khanna Karan & Co.  
Practicing Company Secretaries



  
Karan Khanna  
BCom, ACS, LLB  
MNO: 38842  
CP NO: 15871  
The Scrutinizer



# KHANNA KARAN & CO.

## PRACTICING COMPANY SECRETARIES

Mobile : 78883-40827 | 76962-91918 | E-mail : cskarankhanna@gmail.com

Office : 1st Floor, Sohal Complex, Sehdev Market, Jalandhar.

1. In view of the massive outbreak of the Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the circular No. 14/2020 dated 8<sup>th</sup>, April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5<sup>th</sup>, May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting be held through Video Conferencing or other Audio Visual Means. Hence Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The remote e-voting period remained open from IST 9.00 AM on Monday, 21<sup>st</sup>, September, 2020 upto IST 05:00 PM on Wednesday 23<sup>rd</sup>, September, 2020.
3. The Shareholders shares as on the "cut off" date i.e. 17<sup>th</sup>, September, 2020 were entitled to vote on the proposed 9(Nine) resolutions as mentioned in the Notice of the Annual General Meeting dated 29<sup>th</sup>, August, 2020.
4. At the end of the remote e-voting period on Wednesday, 23<sup>rd</sup>, September, 2020(IST 05: 00 PM), the voting portal of the service provider was blocked forthwith.
5. Members, who are present in meeting through Video Conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.
6. In keeping with the Regulation 44(1) and 44(2) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuing that Members who have cast their votes through remote e-voting don't vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/Folios number of shares held but not the manner in which they have voted.
7. Accordingly, NSDL, the remote E-voting agency provided us with the names, DP ID & Client ID/Folios and shareholding of the Members who had cast their votes through remote e-voting.
8. On completion of e-voting during the AGM, We unblocked the results of the remote e-voting and e-voting by members during the AGM, on the NSDL e-voting platform and downloaded the results.
9. The result of the Electronic Voting System during the AGM are as under:



ORDINARY BUSINESS:

To consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.

- (i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote E-voting	6103002	-	6103002	21
E-Voting during AGM		-		
Total	6103002	-	6103002	21
% of total votes cast	100.00	-	100.00	

- (ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- (b) Resolution No: 02

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.



Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote E-voting	5749370	-	5749370	17
E-Voting during AGM		-		
Total	5749370	-	5749370	17
% of total votes cast	100.00	-	100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 03

**Ratification of remuneration of Cost Auditors for Financial Year(s) 2020-21**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the members hereby approve and ratify, the remuneration payable to M/s Khushwinder Kumar & Co, Cost Accountants (Firm Registration No. 100123) as the Cost Auditors of the Company for the Financial Year 2020- 21 as fixed by the Board."

(i) Voted in favour of the resolution:



Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	6102945	57	6103002	21

E-Voting during AGM		-		
Total	6102945	57	6103002	21
% of total votes cast	99.9991	0.0009	100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 04

**Re-appointment of Mr. Sukhdev Singh as the Managing Director of the Company for a period of five (5) years**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sukhdev Singh (DIN: 01202727) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 1st April, 2020 to 31st March, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Sukhdev Singh (DIN: 01202727) who is also Promoter of the Company, notwithstanding that may be in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Sukhdev Singh (DIN: 01202727) Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding





the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013".

"RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	847682	-	847682	19
E-Voting during AGM		-		
Total	847682		847682	19
% of total votes cast	100		100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 05

**Re-appointment of Mrs. Salwinderjit Kaur as the Whole-Time Director of the Company for a period of five (5) years**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act



2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Salwinderjit Kaur (DIN:00798804) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st April, 2020 to 31st March, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI[LODR]"), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mrs. Salwinderjit Kaur, Whole-Time Director (DIN: 00798804), who are also Promoters of the Company, notwithstanding that may be in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment."

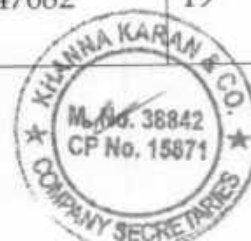
"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. Salwinderjit Kaur as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013".

"RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company".

(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	847682	-	847682	19





E-Voting during AGM		-		
Total	847682		847682	19
% of total votes cast	100		100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 06

**Re-appointment of Mr. Atul Mehta as an Independent Director of the Company for a period of five (5) years**

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

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Atul Mehta (DIN: 00225620), whose present term as an Independent Director ends at the 7th December 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Atul Mehta (DIN: 00225620), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from December 08, 2019 to December 07, 2024".

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."



(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	6102945	40	6102985	21
E-Voting during AGM		-		
Total	6102945	40	6102985	21
% of total votes cast	99.9993	0.0007	100.00	

(ii) Invalid votes :

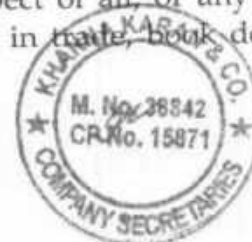
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 07

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

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

"RESOLVED THAT in supersession of the earlier resolution passed by Members of the Company on September 28, 2019 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. 225 Crores ( Rupees Two Hundred and Twenty Five Crores Only ) (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."

(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	6102945	57	6103002	21
E-Voting during AGM		-		
Total	6102945	57	6103002	21
% of total votes cast	99.9991	0.0009	100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No: 08

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.

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

"RESOLVED THAT in supersession of the earlier resolution passed by Members of the Company on September 28, 2019 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. 225 Crores ( two Hundred and Twenty Five 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."

(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	6102945	57	6103002	21
E-Voting during AGM		-		
Total	6102945	57	6103002	21
% of total votes cast	99.999	0.0009	100.00	

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



Resolution No: 09

**To increase the Authorized Share Capital of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore and Twenty Lakh) equity shares of Rs. 10 each to Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore and Fifty Lakh) equity shares of Rs. 10 each by creation of additional 30,00,000 (Thirty Lakh) equity shares of Rs. 10 each ranking pari passu in all respect with the existing equity shares of the Company;

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereto for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

"V. The authorised share capital of the Company is Rs. 15, 00, 00,000 (Rupees Fifteen Crore Only) divided into 1, 50, 00,000 (One Crore and Fifty Lakh) equity shares of Rs. 10 (Rupees Ten only) each."

"RESOLVED FURTHER THAT any Director of the Company or the Key Managerial Personnel ("KMPs") of the Company be and are hereby severally authorized to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental to giving effect to the aforementioned resolutions."

(i) Voted in favour of the resolution:

Mode of Evoting	Votes cast Assent	Votes Cast Dissent	Votes Cast Total	No of Members who cast Votes
Remote Evoting	6102945	57	6103002	21
E-Voting during AGM		-		
Total	6102945	57	6103002	21
% of total votes cast	99.9991	0.0009	100.00	



(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

10. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
11. The relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
12. The above 1 to 3 and 9 resolutions are passed as ordinary resolutions and resolution no. 4 to 8 are passed as special resolutions.

Thanking you,

Yours faithfully,

For Khanna Karan & Co.  
Practicing Company Secretaries



Karan Khanna  
BCom, ACS, LLB  
MNO: 38842  
CP NO: 15871  
The Scrutinizer  
UDEN: A038842B000774995

Place: Jalandhar

Dated: 25<sup>th</sup> September, 2020