



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: 30.09.2019

To

General Manager,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Fort
Mumbai-400001

Scrip Code: 539042

Dear Sir/ Madam,

Subject: Disclosure of Voting Results of 14th Annual General Meeting of the Company.

Pursuant to the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Voting Results of the 14th Annual General Meeting (AGM) of the Company held on Saturday September 28, 2019 at 3.30 P.M at the Register Office. All the items of the business contained in the Notice of AGM were transacted and approved by shareholders with requisite majority.

The detailed Combined Voting Results (i.e. Results of the E-voting together with that of the poll/Ballot paper voting conducted at the AGM) are enclosed herewith.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,
For AGI Infra Limited

Aarti Mahajan
Aarti Mahajan
(Company Secretary &
Compliance Officer)



Encl: Combined Report of Voting Results



KHANNA KARAN & CO.

PRACTICING COMPANY SECRETARIES

M: 78883-40827 | 76962-91918 | Off.: 98882-06709 | E-mail: cskarankhanna@gmail.com

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

Ref. No. KKC/2019-20/SC1

Dated 20.09.2019

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

14th Annual/Extraordinary General Meeting of the Equity Shareholders of AGI Infra Limited Held on 28th, September, 2019 at 03:30 P.M. and meeting Concluded at 04:40 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) for the purpose of the poll taken on the below mentioned resolution(s), at the 14th Annual General Meeting of the Equity Shareholders of AGI Infra Limited, held on 28th day of September, 2019 at 3:30PM and meeting Concluded at 4:40 P.M submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 01(One Only) ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.



3. There were 3 (Three) Postal Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

(a) Resolution Number 01.

Item No.1 To consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 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, 2019 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 Evoting	38000	-	38000	1
Ballot Papers	6116201	-	6116201	57
Total	6154201	-	6154201	58
% 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
03	1920



(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 Evoting	38000	-	38000	1
Ballot Papers	5772401	-	5772401	54
Total	5810401	-	5810401	55
% 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
03	1920

Resolution No: 03

Appointment of Mr. Balwinder Singh (DIN: 08359188) as a Non-Executive Independent Director 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Balwinder Singh (DIN: 08359188), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 15th February, 2019 be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five years commencing from 15th February, 2019".



"RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things and take all such steps as may be 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	38000	-	38000	1
Ballot Papers	6116201	-	6116201	57
Total	6154201	-	6154201	58
% 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
03	1920

Resolution No: 04

Ratification of remuneration of Cost Auditors for Financial Year(s) 2017-18, 2018-19 and 2019-20

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(s) 2017-18, 2018-19 and 2019-20 as fixed by the Board."

(i) Voted in favour of the resolution:

Mode of	Votes cast	Votes Cast	Votes Cast	No of
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Evoting	Assent	Dissent	Total	Members who cast Votes
Remote Evoting	38000	-	38000	1
Ballot Papers	6116201	-	6116201	57
Total	6154201	-	6154201	58
% 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
03	1920

Resolution No: 05

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 January 25, 2017 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. 210 Crores (Rupees Two Hundred and Ten 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	38000	-	38000	1
Ballot Papers	6116151	50	6116201	57
Total	6154151	50	6154201	58
% 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
03	1920

Resolution No: 06

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 January 25, 2017 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. 210 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	38000	-	38000	1
Ballot Papers	6116151	50	6116201	57
Total	6154151	50	6154201	58
% 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
03	1920

- A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.



7. The above 1 to 4 resolutions are passed as ordinary resolutions and resolution no. Fifth and sixth 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

Place: Jalandhar

Dated: 30th September, 2019