



KHANNA KARAN & CO.

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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 Punjab India

13th Annual General Meeting of the Equity Shareholders of AGI Infra Limited Held on 28th day of September 2018 at 3:30 P.M. and Meeting Concluded at 05:20 P.M. at Jalandhar Heights, 66ft Road Village Pholriwal, Near Urban Estate, Phase-II Jalandhar-144001 Punjab India.

Dear Sir,

We M/s Khanna Karan & Co., Practicing Company Secretaries, Jalandhar, were appointed as the Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 13th Annual General Meeting of the Equity Shareholders of AGI Infra Limited, held on 28th day of September 2018 at 3:30 P.M. and Meeting Concluded at 05:20 P.M.

1. After the time fixed for closing of the poll by the Chairman, 01 (One Only) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. There were 02 (Two) Postal Ballot papers found defective which have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) Resolution Number 01.

To receive, consider, adopt Standalone and consolidated audited annual financial statements of the Company for the financial year ended on 31st March, 2018 including Audited Balance Sheet as on 31st March, 2018, the statement of Profit & Loss Account for the financial year ended on 31st March, 2018 along with the Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Auditors and Directors thereon.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813001	-	1813001	2
Ballot Paper	6325030	-	6325030	46
Total	8138031	-	8138031	48
%age of total votes cast	100.00	-	100.00	

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70

(b) Resolution Number 2.

To Declaration of Dividend for the financial year 2017-18.

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813000	-	1813000	1
Ballot Paper	6325030	-	6325030	46
Total	8138030	-	8138030	47



%age of total votes cast	100.00	-	100.00	
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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70

(c) Resolution Number 3.

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 voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813000	-	1813000	1
Ballot Paper	6269230	-	6269230	45
Total	8082230	-	8082230	46
%age of total votes cast	100.00	-	100.00	

Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70



d) Resolution Number 4

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment M/s H.S Makkar & Co, Chartered Accountants (Firm Registration No.016971N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed upon between the Company and the Auditors."

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813000	-	1813000	1
Ballot Paper	6325030	50	6325080	47
Total	8138030	-	8138080	48
%age of total votes cast	99.9994%	.0006%	100.00	

(iii) Invalid votes:

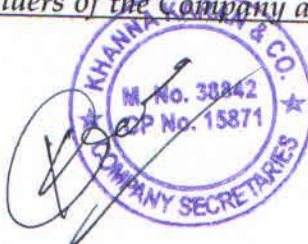
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70

e) Resolution Number 5.

To Revise the remuneration of S. Sukhdev Singh (DIN: 01202727), Managing Director of the Company.

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

"RESOLVED THAT in reference to the special resolution (item No.04) passed by the Shareholders of the Company at 10th Annual General Meeting



held on September 28, 2015, has accorded their consent for appointment (including remuneration) of S.Sukhdev Singh (DIN: 01202727) as Managing Director of the company for five years with effect from April 01, 2015. Now, in accordance with the provisions of Sections 196, 197, 198, 203 and section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed, the consent of the Company be and is hereby accorded to revise the maximum remuneration payable to S.Sukhdev Singh (DIN: 01202727) as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 1, 2018 for the remaining period of his tenure ending on March 31, 2020".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the s Board and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard".

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813000	-	1813000	1
Ballot Paper	1069710	50	1069760	45
Total	2882710	-	2882760	46
%age of total votes cast	99.9983%	.0017%	100.00	

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70

f) Resolution Number 6.

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

"RESOLVED THAT in reference to the special resolution (item No.05) passed by the Shareholders of the Company at 10th Annual General Meeting held on September 28, 2015, had accorded their consent for appointment (including remuneration) of Mrs. Salwinderjit Kaur as Whole Time Director



of the company for five years with effect from April 01, 2015. Now, according to the provisions of Sections 196, 197, 198, 203 and section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed, the consent of the Company be and is hereby accorded to revise the maximum remuneration payable to Mrs. Salwinderjit Kaur as Whole Time Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 1, 2018 for the remaining period of his tenure ending on March 31, 2020".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the s Board and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard".

Mode of voting	Votes cast Assent (Nos.)	Votes cast Dissent (Nos.)	Votes cast Total (Nos.)	No. of Members, who cast votes
Remote e-voting	1813000	0	1813000	1
Ballot Paper	1069710	0	1069710	42
Total	2882710	0	2882760	43
%age of total votes cast	100%	0	100.0%	

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
02	70

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



7. The above 1 to 4 resolutions are passed as ordinary resolutions and resolution fifth and six are passed as special resolutions.

Thanking you,
Yours faithfully,

For Khanna Karan & Co.
Practicing Company Secretaries



Date: 29th day of September 2018
Place: Jalandhar

Karan Khanna
B.Com, ACS, LLB

M.No. 38842

C.P.No. 15871

.....The Scrutinizer




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The Votes were unblocked on 28th September, 2018 in the presence of Two witness, Mr. Pulkit Gupta residing at HNO. 22, Mohalla No. 28, Jalandhar Cantt, Punjab and Mr. Rishi Sohar residing at New Defence Colony, Hno. 217, Muradnagar, Ghaziabad who were not in the employment of the Company they have signed confirmation of the votes being unblocked in their presence.


Pulkit Gupta


Rishi Sohar

For Khanna Karan & Co.
Practicing Company Secretaries


Karan Khanna
B.Com, ACS, LLB
M.No. 38842
C.P.No. 15871
.....The Scrutinizer

Date: 29th day of September 2018
Place: Jalandhar