



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

Extraordinary General Meeting of the Equity Shareholders of AGI Infra Limited Held on 03rd, November, 2020 at 03:30 P.M. and meeting Concluded at 03:43 P.M. at Jalandhar Heights, 66 FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar, Punjab-144001(Excluding 15 Minutes Time for Remote E-Voting)

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 EGM 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



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 8th, April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th, May, 2020, physical attendance of the Members to the EGM venue is not required and Extraordinary General Meeting be held through Video Conferencing or other Audio Visual Means. Hence Members can attend and participate in the ensuing EGM through VC/OAVM.
2. The remote e-voting period remained open from IST 9.00 AM on Friday, 30th, October, 2020 upto IST 05:00 PM on Monday 02nd, November, 2020.
3. The Shareholders shares as on the "cut off" date i.e. 27th, October, 2020 were entitled to vote on the proposed 1(One) resolution as mentioned in the Notice of the Extraordinary General Meeting dated 01st, October, 2020.
4. At the end of the remote e-voting period on Monday, 02nd, November, 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 EGM, We unblocked the results of the remote e-voting and e-voting by members during the EGM, on the NSDL e-voting platform and downloaded the results.
9. The result of the Electronic Voting System during the EGM are as under:



SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER AND PUBLIC CATEGORY:

"RESOLVED THAT pursuant to the provisions of: (a) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules issued thereunder including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014; (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"); (c) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (d) in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA") and the Stock Exchange; the Listing Agreements entered into by the Company with the BSE Limited ("BSE" / "Stock Exchange"), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the receipt of approvals, consents, permissions and / or sanctions, if any, from any other appropriate statutory / regulatory authorities and such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities while granting any such approvals, consents, permissions, and / or sanctions, or which may be agreed to by the Board of Directors of the Company ("Board", which term shall be deemed to include any duly constituted Committee of the Board to exercise its powers including the powers conferred by the Resolutions), the approval of the Members of the Company is hereby accorded to create, issue, offer and allot on a preferential basis, up to 20,00,000 (Twenty Lakhs) Equity Share of face value of Rs. 10 (Rupees Ten) each ("Subscription Shares"), at an issue price of Rs. 53 (Rupees Fifty Three Only) each, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the ICDR Regulations and applicable law, to persons as mentioned in the below in table (hereinafter referred to as the "Proposed Allotees") whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of the Proposed Allotees	No. of Equity Shares proposed to be allotted	Category	PAN	QIB
1	Sukhdev Singh	15,00,000	Promoter	AFRPS3124B	Non-QIB
2	Satindervir Singh Hans	2,00,000	Public	AAEPH8551P	Non-QIB
3	Ramesh Kumar	50,000	Public	AAWPK3427D	Non-QIB



4	Renu Bala	50,000	Public	AAMPB2853N	Non-QIB
5	Gaurav Gupta	70,000	Public	AFKPG6844B	Non-QIB
6	Shaveta Gupta	50,000	Public	AIRPG5683J	Non-QIB
7	Cherry Aggarwal	50,000	Public	AHBPA4775C	Non-QIB
8	Akshat Gupta	30,000	Public	AMSPG9023B	Non-QIB
	Total	20,00,000			

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date" for the determination of the issue price is October 01, 2020.

RESOLVED FURTHER THAT the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- Each Allottee shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of each Allottee, respectively.
- The Subscription Shares to be allotted to the respective Allottees shall be locked-in for such period as prescribed under the ICDR Regulations.
- The Subscription Shares shall be allotted within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- Allotment of the Subscription Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Subscription Shares to be created, offered, issued and allotted to the respective Allottees shall be listed on the Stock Exchange and shall rank *pari passu* with the existing equity shares of the Company bearing ISIN: INE976R01017, in all respects from the Date of Allotment thereof, and be subject to the requirements of all applicable laws (including with respect to any statutory lock-in) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.



RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Subscription Shares, as it may, in its sole and absolute discretion, deem fit and expedient and to make an offer to the respective Allottees through Private Placement Offer Letters (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Allottees be recorded in Form PAS-5 for the issue of invitation to subscribe to the Subscription Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchanges etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of 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 E-	5804136	-	5804136	19



voting				
E-Voting during EGM		-		
Total	5804136	-	5804136	19
% 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

10. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
11. 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.
12. The above resolution No. 1 is passed as Special resolution.

Thanking you,

Yours faithfully,

For Khanna Karan & Co.
Practicing Company Secretaries



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

UDIN: A038842500152064

Place: Jalandhar

Dated: 04th November, 2020