

NOTICE

NOTICE IS HEREBY GIVEN THAT 03/2021-22 EXTRA-ORDINARY GENERAL MEETING OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON FRIDAY, 28TH JANUARY, 2022 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 'ASSETZ HOUSE' NO. 30, CRESCENT ROAD, BENGALURU 560001 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO I

INCREASE IN AUTHORIZED SHARE CAPITAL:

To consider and, if thought fit, with or without modification to pass the following resolutions proposed as an **Ordinary Resolution**;

"RESOLVE D THAT pursuant to provisions of section 64 (1) of the Companies Act 2013 read with section 61 of the Companies Act 2013 read with Rule 15 of Companies (Share Capital and Debentures) Rules 2014, Article 34 of the Articles of Association of the Company and other applicable provisions if any of the Companies Act 2013, the authorized share capital of the Company be and is hereby increased from Rs. 10,00,000/- (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh only) Equity shares of Rs. 10/- (Rupees Ten only) to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into

- a) 1,30,00,000 (One Crore Thirty Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each.
- b) 18,50,000 (Eighteen Lakh Fifty Thousand) Class A compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each.
- c) 16,28,000 (Sixteen Lakh Twenty Eight Thousand) Class B compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each.
- d) 2,22,000 (Two Lakh Twenty Two Thousand) Class C compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each.

"RESOLVED FURTHER THAT any of the existing Directors of the Company be and are hereby authorized to file online necessary E-forms with the Registrar of Companies, Karnataka and to do all such acts, deeds, things which are necessary to give effect to this resolution".



AGP DC Infra Two Private Limited

CIN: U70109KA2019PTC130430

Reg Off: Assetz House, No. 30, Crescent Road, Bengaluru – 560001.

Tel: +91 80 4667 4000 Fax: +91 80 46674000

compliance@assetzproperty.com www.assetzproperty.com

ITEM NO II

AMENDMENT TO MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT the existing **Clause 5** of the Memorandum of Association of the company as to the share capital of the company be and is hereby altered as under:

5. The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into

1,30,00,000 (One Crore Thirty Lakh) Equity shares of Rs. 10/- (Rupees Ten only) each

18,50,000 (Eighteen Lakh Fifty Thousand) Class A compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each

16,28,000 (Sixteen Lakh Twenty Eight Thousand) Class B compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each

2,22,000 (Two Lakh Twenty Two Thousand) Class C compulsorily convertible preference shares of Rs. 100/- (Rupees Hundred only) each.

"RESOLVED FURTHER THAT any of the existing Directors of the Company be and are hereby authorized to file online necessary E-forms with the Registrar of Companies, Karnataka and to do all such acts, deeds, things which are necessary to give effect to this resolution".

"RESOLVED FURTHER THAT, the above referred resolution has been passed in accordance with the mechanism prescribed by Ministry of Corporate Affairs vide General circular No. 14/2020 dated 8th April, 2020 and General circular No. 17/2020 dated 13th April, 2020 and in compliance with the applicable provisions of the Companies Act 2013 and rules thereof"

**For and on behalf of directors
For AGP DC INFRA TWO PRIVATE LIMITED**



**DIRECTOR
SOMASUNDARAM THIRUPATHI
DIN: 00557752
Date: 27.01.2022**

Place: Bangalore

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NOTES:

1. A Member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in the form annexed hereto must be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting. The blank proxy form is enclosed. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy should carry ID proof which shall be produced at the entrance of the venue.
3. A proxy is allowed to be appointed under section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. The appointment of proxies by members will not be available for those members who are attending the general meeting held through facility of VC or OAVM
4. Members are requested to please bring duly filled attendance slip at the meeting which is enclosed.
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
7. Shareholders are required to intimate changes in their addresses, if any.
8. Shareholders are requested to registered their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.



EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. I: INCREASE IN AUTHORIZED SHARE CAPITAL:

Considering the growth prospects, the Company is in need of funds for expanding its activities. Hence, Additional capital has to be inducted. In this regard, the Directors have decided to increase the Authorized Capital of the Company from the Existing Rupees Ten Lakhs only to Rupees Fifty Crores only. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders approval is required for the proposed increase in the authorized share capital. The Board therefore seeks approval for the same as ordinary resolution.

None of the Directors or Key Managerial Persons are interested financially or otherwise in the above resolution.

ITEM NO. II: AMENDMENT TO MEMORANDUM OF ASSOCIATION:

In order to reflect the increase authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause 5 of the Memorandum of Association of the Company must be amended. As Per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same as Special resolution.

None of the Directors or Key Managerial Persons are interested financially or otherwise in the above resolution

For and on behalf of directors

For AGP DC INFRA TWO PRIVATE LIMITED



**DIRECTOR
SOMASUNDARAM THIRUPATHI
DIN: 00557752**

Date: 27.01.2022

Place: Bangalore

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Route map to the venue of the Annual General Meeting:

Extra Ordinary General Meeting:

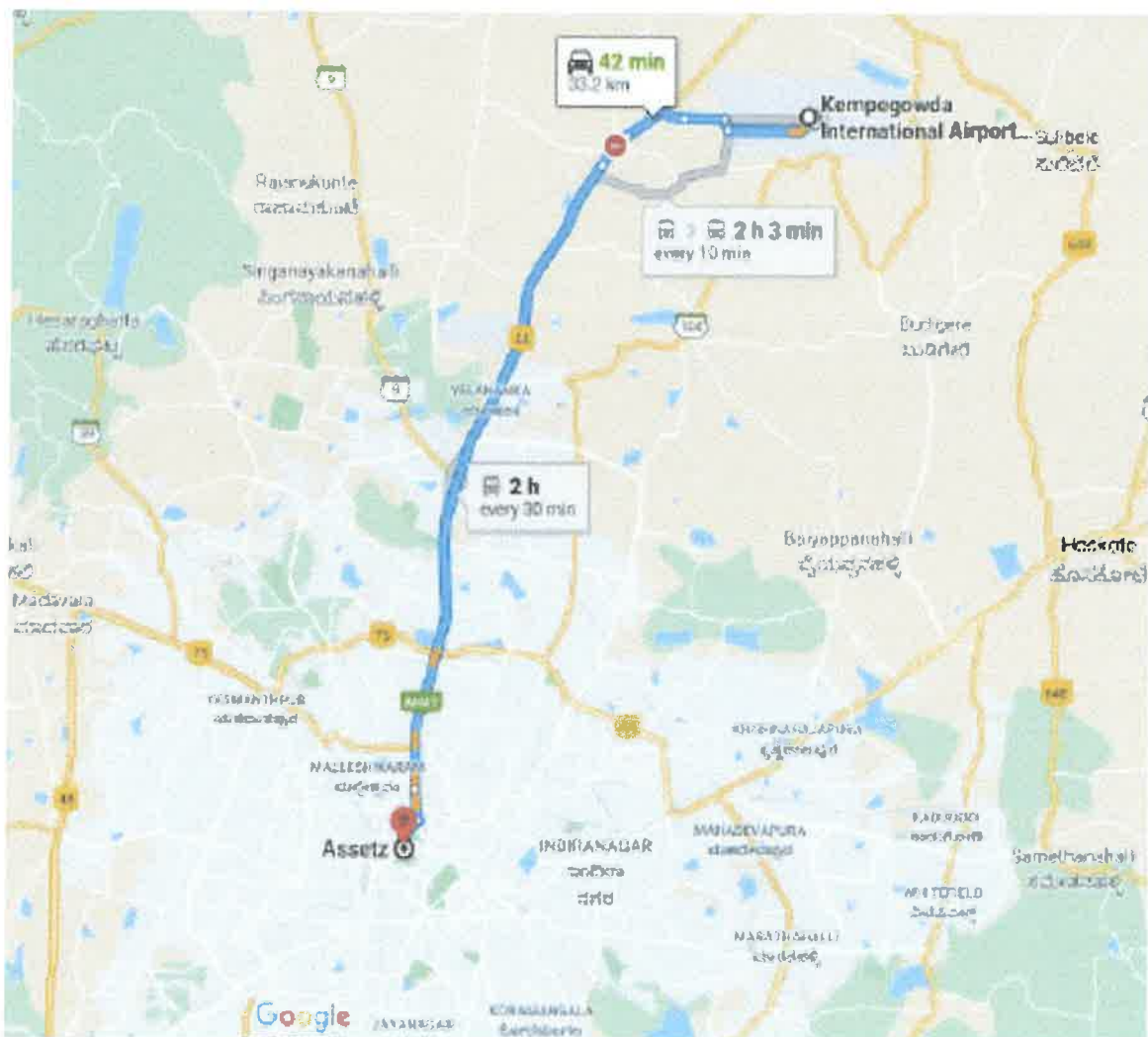
Date: 28.01.2022

Time: 11.00 A.M

Venue:

AGP DC Infra Two Private Limited

**Assetz House, No.30, Crescent Road , Bangalore
560001**



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