

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 3<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AGP DC INFRA TWO PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, 30TH DAY OF NOVEMBER, 2022 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 'ASSETZ HOUSE', NO.30, 3RD FLOOR, CRESCENT ROAD, BENGALURU 560001 TO TRANSACT THE FOLLOWING BUSINESS:**

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### **ORDINARY BUSINESS:**

- 1. TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENT OF ACCOUNTS FOR THE YEAR ENDING 31<sup>ST</sup> MARCH 2022 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS & AUDITORS:**

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

**“RESOLVED THAT** the Audited Financial Statements prepared up to 31st March 2022 along with necessary notes annexed to or forming part of such financial statements together with Auditors Report and Directors Report along with form AOC-2 be and is hereby considered, adopted and approved.”

- 2. APPOINTMENT OF AUDITORS**

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

**“RESOLVED THAT,** pursuant to provisions of section 139 and other applicable provisions if any of the companies act 2013 and Rule 3, 4 5 and 6 of Companies (Audit and Auditors) Rule 2014, as amended from time to time, M/s. Price Waterhouse& Co Chartered Accountants LLP, (FRN: 304026E/E-300009), be and are hereby appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2027 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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### **SPECIAL BUSINESS:**

- 3. INCREASE IN AUTHORIZED SHARE CAPITAL**

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

**“RESOLVED 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 Company accords approval of the shareholders to increase the authorized share capital of the Company Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 1,30,00,000 (one crore thirty lakh) Shares of Rs. 10 (Rupees Ten only) each and 37,00,000 (thirty seven lakh) CCPS of Rs. 100 (Rupees Hundred only) to Rs. **2,100,000,000** divided into:

- a) **52,500,000** Shares of Rs. 10 (Rupees Ten only) each.
- b) **7,875,000** Class A CCPS of Rs. 100 (Rupees Hundred only) each.
- c) **7,087,500** Class B CCPS of Rs. 100 (Rupees Hundred only) each.
- d) **787,500** Class C CCPS of Rs. 100 (Rupees Hundred only) each.”

**“RESOLVED FURTHER THAT** any of the existing Directors and the Secretary of the Company be and are hereby severally 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.”

#### **4. APPROVAL OF AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** the Company accords approval of the shareholders to amend the existing Clause 5 of the Memorandum of Association as to the share capital of the Company to read as under:

5. The Authorized Share Capital of the Company is Rs. **2,100,000,000** divided into:

- a) **52,500,000** Shares of Rs. 10 (Rupees Ten only) each.
- b) **7,875,000** Class A CCPS of Rs. 100 (Rupees Hundred only) each.
- c) **7,087,500** Class B CCPS of Rs. 100 (Rupees Hundred only) each.
- d) **787,500** Class C CCPS of Rs. 100 (Rupees Hundred only) each.”

**“RESOLVED FURTHER THAT** any of the existing Directors and the Secretary of the Company be and are hereby severally 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.”

**For and on behalf of the board of directors**

**Sd/-  
Manish Sansi  
Company Secretary  
ACS 10950**

**Place: BENGALURU**

**Date: 30.11.2022**

**NOTES: -**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. 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. The explanatory statement pursuant to provisions of section 102 of the Companies Act 2013, with regards to special business, is attached.
3. 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.
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. Members seeking any information with regard to the Accounts are requested to address communication to the Company at the Registered Office at least 48 hours prior to the meeting, so as to enable the Management to keep the information ready at the meeting.
7. Shareholders are required to intimate changes in their addresses, if any.
8. Shareholders are requested to register their E mail ID with the company to enable the company to send all communication including notice of the meeting electronically.

**Explanatory statement pursuant to provisions of section 102 of the Companies Act 2013**

**1. Resolution at Item No. 3: INCREASE IN AUTHORIZED SHARE CAPITAL**

The Company is proposing to increase authorized share capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 1,30,00,000 (one crore thirty lakh) Shares of Rs. 10 (Rupees Ten only) each and 37,00,000 (thirty seven lakh) CCPS of Rs. 100 (Rupees Hundred only) to Rs. **2,100,000,000** divided into:

- a) **52,500,000** Shares of Rs. 10 (Rupees Ten only) each.
- b) **7,875,000** Class A CCPS of Rs. 100 (Rupees Hundred only) each.
- c) **7,087,500** Class B CCPS of Rs. 100 (Rupees Hundred only) each.
- d) **787,500** Class C CCPS of Rs. 100 (Rupees Hundred only) each.”

As per the provisions of the Companies Act 2013, increase in authorized share capital of the Company is required to be approved by the shareholders of the Company.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of above, the board of directors recommend the passing of the resolutions set out at Item No. 1 for approval by the shareholders as an **Ordinary Resolution**.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- i Directors of the Company : None
- ii Key Managerial Personnel of the Company : None
- iii Relatives of Directors and Key Managerial Personnel of the Company : None

**Resolution at Item No. 4: APPROVAL OF AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company is proposing to amend the memorandum of association of the Company to amend the authorised share capital on account of the increase in the authorized share capital of the Company as provided in item no. 1.

None of the directors of the Company are concerned or interested, either directly or indirectly, in the proposal contained as aforesaid.

In view of above, the board of directors recommend the passing of the resolutions set out at Item No. 2 for approval by the shareholders as **Special Resolution**.

The nature of concern or interest, financial or otherwise, if any, in respect of this item of proposed business to be transacted is as follows –

- (i) Directors of the Company : None
- (ii) Key Managerial Personnel of the Company : None
- (iii) Relatives of Directors and Key Managerial Personnel of the Company : None

**For and on behalf of the board of directors**

**Sd/-  
Manish Sansi  
Company Secretary  
ACS 10950**

**Place: BENGALURU**

**Date: 30.11.2022**

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING:**

**Annual General Meeting:**

**Date: 30.11.2022**

**Time: 11.30 A.M.**

**Venue:**

**Registered Office AGP DC INFRA TWO PRIVATE LIMITED 'Assetz House' No. 30, Crescent Road, Bengaluru- 560001**

