



# 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

## Notice

Notice is hereby given that the **14<sup>th</sup> Annual General Meeting** of the members of AGI Infra Limited will be held on Saturday 28<sup>th</sup> September, 2019 at 3:30 P.M. at the registered Office of the Company at Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar-144001 to transact the following business:-

### ORDINARY BUSINESS:

#### 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 and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

#### Item No.2- 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.

### "Special Business

#### Item No.3- 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 15<sup>th</sup> February, 2019 be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five years commencing from 15<sup>th</sup> 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."



**Item No.4- 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."

**Item No.5- 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."

**Item No.6: 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."

**Regd Office:**

Jalandhar Heights, 66 Ft Road,  
Village Pholriwalnear Urban Estate  
Phase-II, Jalandhar, Punjab-144001

Place: Jalandhar  
Date: 31.08.2019

By Order of the Board  
**AGI INFRA LIMITED**



Aarti Mahajan  
Company Secretary  
Membership No.38396

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than 10% 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 person or shareholder. The appointment of proxy shall be in the Form No. MGT-11 annexed herewith.

3. The Explanatory Statement setting out materials facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item Nos 3, 4, 5 and 6 of the accompanying Notice is annexed herewith.
4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to the section 113 of the Companies Act, 2013 are requested to send a duly certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Saturday September 28, 2019 (both days inclusive).
6. All the documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on all the working days up to the date of Annual General Meeting.
7. Members holding shares in electronic forms are requested to intimate any change in their address, e-mail id and signature to their respective depository participants with whom they are maintaining their demat accounts. Members holding their shares in physical forms are requested to intimate such changes to Registrar and transfer agent of the Company.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. Disclosure pursuant to Regulation 36(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings with respect to the Director seeking appointment/ re-appointment at the Annual General Meeting is annexed thereto.
10. Members are requested to produce the attendance slip duly signed as per specimen signature registered with the Company/Depository Participants for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meetings so that the information required may be made available at the meeting.
12. Members are hereby informed that, Dividends which remain unclaimed / unencashed for over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act.
13. Members, who have not en-cashed their dividend warrants/ drafts for Final Dividend for the financial year 2017-18 may approach the company for revalidation of the original dividend warrants/drafts or for obtaining duplicate dividend warrants/drafts. The unpaid / unclaimed amount will be deposited in the Investors Education and Protection Fund as per the schedule given below :





**Dividend for Financial Year**  
2017-18

**Date of Declaration**  
28.09.2018

**Due date for Deposit**  
27.09.2025

14. Electronic copy of the Annual Report for FY 2018-19 is being sent to all members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes, unless any member has requested for hard copy of the same. For members who have not registered their email ID, physical copies of the Annual Report for FY 2018-19 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository Participant ( in case of shares in dematerialized form) or with the Bigshare Services Private Limited ( in case of shares in physical form)
15. Electronic copy of the Notice of the 14<sup>th</sup> AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of 14<sup>th</sup> AGM and Annual Report 2018-19 will also be available on the Company's website [www.agiinfra.com](http://www.agiinfra.com) for their download and also on the website of National Securities Depository Limited ('NSDL'). viz. [www.evotingindia.com](http://www.evotingindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [info@agiinfra.com](mailto:info@agiinfra.com)
17. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Bigshare Services Private Limited.)
18. The cut-off date for the purpose of remote e-voting and voting at the AGM shall be Friday, September 21, 2019. Please note that members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
19. A route map showing directions to reach the venue of the 14<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
20. The Company has made arrangements for casting votes by its Equity Shareholders by remote e-voting process in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has made arrangements with National Securities Depository Limited ('NSDL') for facilitating remote e-voting process.



## 21. VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and business may be transacted through e-Voting services arranged by National Securities Depository Limited ("NSDL"). The Members may cast their votes using electronic voting system from the place other than the venue of AGM ("Remote Voting") as per following instructions.

- I. The member who cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again and the members who have not cast their vote through remote E-voting process shall be able to exercise their vote at the AGM of the Company.
- II. The remote E-voting period commences on Wednesday 25<sup>th</sup> September, 2019 (9.00 A.M IST) and ends on Friday 27<sup>th</sup> September, 2019 (5:00 P.M IST). Members of the Company, holding shares in either in physical form or dematerialized form as on cutoff date Saturday 21<sup>st</sup> September, 2019, may cast their vote by remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- III. The details of the Process and manner for remote e-voting are explained as under:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or Your User ID is: CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account	16 Digit Beneficiary ID



with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button,

Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?





1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on eVoting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of AGI Infra Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskarankhanna@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request [at evoting@nsdl.co.in](mailto:at evoting@nsdl.co.in)

B. For members whose e-mail addresses are not registered with the Company/ Depositories:

I) Such Members (including those Members who have requested for a physical copy) will receive a physical copy of the Notice of AGM. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN USER ID Electronic Voting Even Number	USER ID	PASSWORD/PIN

ii) Please follow step (1) and step (2) mentioned above, to cast vote





- a. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Saturday, 21st September 2019.
- d. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- e. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. CS Karan Khanna of M/s.Khanna Karan & Co. Practicing Company Secretaries (CP No.:15871) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <http://www.info@agiinfra.com> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- j. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.info@agiinfra.com> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
- k. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a



request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015**

**ITEM NO. 2**

Details of Mr. Anuj Rai Bansal seeking re-appointment in the company

Name of the Director	Anuj Rai Bansal
Director Identification Number (DIN)	01278966
Date of Birth	01/10/1977
Nationality	Indian
Date of Appointment on Board	16/02/2011
Qualification	B.Com, FCS, L.L.B
Executive & Non Executive Director	Non-Executive Director
Promoter Group	No
Independent Director	No
Shares held in the Company	55800
List of Directorships in other Companies	Svendus Capital Limited
Chairman/member of the Committees of the Board of other companies in which he is a Director	NIL

**EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 3**

On the basis of recommendation of Nomination, Remuneration and Audit Committee, the Board of Directors at its Meeting held on 14<sup>th</sup> February, 2019 appointed Mr. Balwinder Singh (DIN: 08359188), as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 in the capacity of Non-Executive Independent Director with effect from 15<sup>th</sup> February, 2019. Mr. Balwinder Singh holds office up to the date of the ensuing Annual General Meeting, and is eligible to be appointed as a Director of the Company.

Mr. Balwinder Singh has done Master of Engineering from Punjab University (PU), Chandigarh. He is retired as Executive from the Central Public Works Department, Govt. of India in 2018 after meritorious service related to analysis and design of multistory buildings, offices and housing complexes, water storage tower, sewerage treatment plants, large span halls, bridges and roads at CDO, New Delhi as well as supervision works etc in independent capacity. In terms of Sections 152 of the Companies Act, 2013, Mr. Balwinder Singh is not liable to retire by rotation.



Mr. Balwinder Singh has given his consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per the declarations received by the Company, he is not disqualified under Section 164 of the Companies Act, 2013. In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

The draft letter of appointment containing the terms and conditions of the appointment of Mr. Balwinder Singh as a Non-Executive Independent Director is available for inspection by members at the Registered Office of the Company on any working day during working hours.

Mr. Balwinder Singh does not hold any equity shares in the Company. He is not related to any of the Directors of the Company. The directorships held by Mr. Balwinder Singh are within the limits prescribed under Section 165 of the Companies Act, 2013.

The disclosures relating to Mr. Balwinder Singh, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, is set out as an Annexure to this Notice.

Except Mr. Balwinder Singh, none of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The Board of Directors based on the recommendation of the Nomination, Remuneration and Governance Committee recommends the Ordinary Resolution set out in Item No. 3 for approval by the members.

#### **Item No. 4**

Ratification of remuneration of Cost Auditor The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Khushwinder Kumar & Co, Cost Accountants (Registration No.100123), as Cost Auditor of the Company for the financial year ending on 31 March 2020, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of 35,000/- plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 5 and 6:**

The shareholders of the Company, in the Extra Ordinary General Meeting held on January 25, 2017 had accorded their consent to the Board of Directors for borrowing up to 160 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.





Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may require additional funds which may exceed the above mentioned limits. Hence it is now proposed to increase the borrowing limits to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 210 crores (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.

As per provisions of section 180 (1)(c) the above said enhancement requires approval of members by way of special resolution.

In order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Under the provisions of Section 180 (1) (a) of the Act, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. As such, it is necessary to obtain approval of the share holders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure their payment of monies borrowed by the Company. It is therefore, necessary to obtain members approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 210 crores (Two Hundred and Ten Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Hence keeping in view the above mentioned requirements the resolutions at item no. 5 and 6 are proposed to be passed as special resolutions. The Board recommends these resolutions for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 and 6 of the Notice.

**Regd Office:**

Jalandhar Heights, 66 Ft Road,  
Village Pholriwal Near Urban Estate  
Phase-II, Jalandhar, Punjab-144001

Place: Jalandhar  
Date: 31.08.2019

By Order of the Board

**AGI INFRA LIMITED**



Aarti Mahajan

Company Secretary

Membership No.38396

## AGI INFRA LIMITED

CIN- -L45200PB2005PLC028466

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal,  
Near Urban Estate, Phase-II, Jalandhar, Punjab-144001,

Phone No: 0181-2681986, Fax No : 0181-2681886

Website: [www.agiinfra.com](http://www.agiinfra.com), E-Mail: [info@agiinfra.com](mailto:info@agiinfra.com)

### ATTENDANCE SLIP

Registered Folio No / DP ID - Client ID: .....

Name & Address of First/Sole Shareholder:  
.....

Name of the Proxy holder:.....  
(To be filled, if proxy attends instead of the member)

No. of Shares held.....

I certify that I am member/ proxy for the members of the Company.

I hereby record my presence at the 14<sup>TH</sup> Annual General Meeting of the Company being held on Saturday, **September 28, 2019** at 3.30 P.M. at Registered office of the company at Jalandhar Heights, 66 Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001.

\_\_\_\_\_  
Signature of Member/Proxy

#### E-Voting Particulars

EVEN ( Electronic Voting Even Number)	Password/ PIN

The e-voting will be available during the following period:

Commencement of E-voting	End of E-voting
Wednesday September 25, 2019, 09:00 A.M	Friday, September 27, 2019, 05:00 P.M

Please read the instructions on e-voting as mentioned in the notice of 14<sup>th</sup> Annual General Meeting.

#### Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

**Form No- MGT-11**

(PROXY FORM)

{Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014}

**AGI INFRA LIMITED****CIN- -L45200PB2005PLC028466**

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal,  
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Website: [www.agiinfra.com](http://www.agiinfra.com), E-Mail: [info@agiinfra.com](mailto:info@agiinfra.com)

Name of the member (s): .....  
Registered Address: .....  
E-mail Id: ..... Folio No. /Client Id: ..... DPID: .....

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint  
Mr. /Ms. .... Address: .....

E-mail ID: ..... Signature: ..... or failing him

Mr. /Ms. .... Address: .....

E-mail ID: ..... Signature: ..... or failing him

Mr/Ms. .... Address: ..... E-mail ID: .....

Signature: ..... as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at  
the 14<sup>th</sup> Annual General Meeting of the Company, to be held on the **Saturday, September 28, 2019** at 3.30 P. M. at the  
registered office of the company at Jalandhar Heights, 66 Ft Road, Village Pholriwal, Near Urban Estate, Phase-II,  
Jalandhar, Punjab-144001 in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Vote	
		For	Against
	<b>Ordinary Business</b>		
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.		
2.	Re-appointment of a Director		
	<b>Special Business</b>		
3.	Appointment of Mr. Balwinder Singh (DIN: 08359188) as a Non-Executive Independent Director of the Company:		
4.	Ratification of remuneration of Cost Auditors for Financial Year(s) 2017-18, 2018-19 and 2019-20		
5.	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 .		
6.	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 .		

Signed this .....day of .....2019

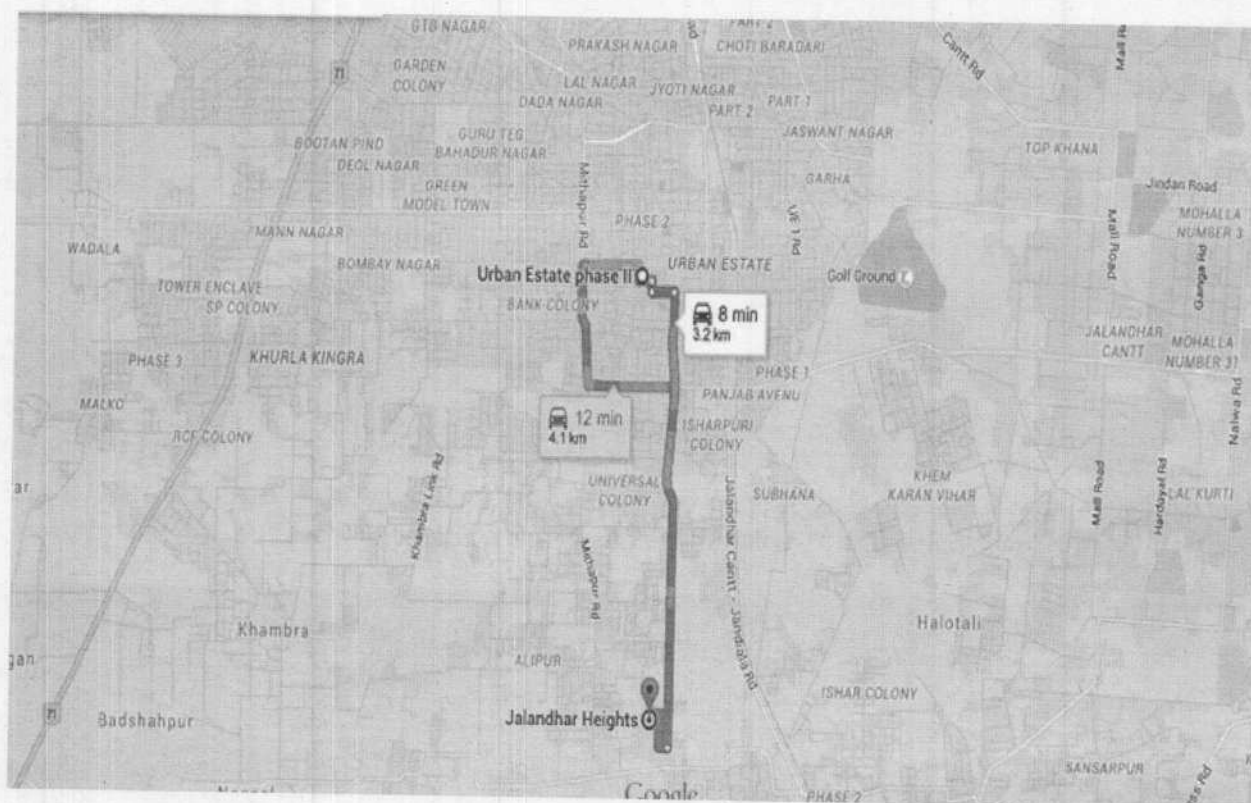
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp



Registered office: Jalandhar Heights, 66 Ft. Road,  
Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar-144001



**PROMINENT LANDMARK:**Near Urban Estate-Phase II