



AGI INFRA LTD.

(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

Jalandhar Heights, 66 Ft. Road, Near Urban Estate Phase-II, Jalandhar City (Punjab) INDIA
Phone : 0181-2681986 | Tel/Fax : 0181-2681886 | gi_builders@yahoo.co.in
info@agiinfra.com | www.agiinfra.com

Date: 30.08.2016

Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400001

Company Code No. : 539042

SUB: SUBMISSION OF NOTICE OF 11TH ANNUAL GENERAL MEETING OF THE COMPANY UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sirs,

Please find attached herewith copy of notice of 11th AGM to be held on Tuesday, the 27th day of September, 2016 at the Regd. Office of the company situated at Jalandhar Heights, 66 ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001.

You are requested to display the said Notice on the Notice Board and website of your Exchange for the Information of members and general public.

This is for your information and record purpose.

Thanking You
Yours Faithfully,
For AGI INFRA LIMITED

Aarti Mahajan

Aarti Mahajan
Company Secretary and Compliance Officer
M.No.38396





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Notice

Notice is hereby given that the **11th Annual General Meeting** of the members of AGI Infra Limited will be held on Tuesday 27th September, 2016 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-144022 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March, 31 2016, the Statement of Profit and Loss for the year ended on the date and the Report of the Board of Directors ("Board") and Auditors thereon.
2. To appoint a Director in place of Anuj Rai Bansal (DIN 01278966), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of the appointment of M/s R.S Kalra & Associates, as Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, and other applicable provisions (if any) of the said Act and pursuant to the recommendations of Audit Committee of the Board of Directors, the appointment of M/s. **R.S Kalra & Associates**, Chartered Accountants (Registration No.007744N) be and is hereby ratified as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 12th AGM of the Company and that the Board of Directors of the company be and is hereby authorized to fix the remuneration considering the recommendations of the Audit Committee.

RESOLVED FURTHER THAT Mr.Sukhdev Singh (DIN: 01202727), Managing director of the company be and is hereby authorized to do all such acts deeds and things as may be required in this regard including to file necessary forms with the concerned ROC and to sign the certified copy of this resolution and /or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution."

SPECIAL BUSINESS

4. To Enhance the Borrowing Limits of the Board of Directors of the Company

**TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATIONS
THE FOLLOWING AS A SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 including any statutory modifications, amendments or re-enactments thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time for the purpose of the business of the Company any sum or sums of money, for an aggregate amount outstanding at any point of time not exceeding Rs. 1,40, 00, 00, 000 (Rupees One hundred Forty Crores only) (i.e. any component of borrowing repaid by the Company will again be available to the Company for borrowing as long as the said ceiling of the outstanding amount), on such terms and conditions as the Board of Directors may in its absolute discretion, think fit and proper, whether the same may be secured or unsecured, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans as defined in the said provisions of the Act obtained from the Company's bankers in the ordinary course of business) may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount up to which monies to be borrowed by the Board of Director shall not exceed the aggregate of Rs. 1, 40, 00, 00, 000 (Rupees One Hundred Forty Crores Only) and the paid-up capital and reserves of the Company.

FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. APPROVAL FOR ENTERING INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with **S. Sukhdev Singh**, Related Parties as defined under the Act with respect to selling or otherwise disposing of, or buying property of any kind upto Rs. 15 Crores during the financial year 2016-17 in such transactions and by such modes as may be deemed fit by the Company and as per draft contract produced in the meeting and duly initialed by the Chairman for the purpose of identification.

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution".

Regd Office:

Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144022

Place: Jalandhar
Date: 30.08.2016

By Order of the Board
AGI INFRA LIMITED



Aarti Mahajan
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 ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the office of the Company's registrar & share transfer agent- Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072, Maharashtra, (India) not less than forty-eight hours before the time for commencement of the meeting or with the company at its registered office.

2. The relative Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Item No. 4 of the Notice as set out above, is annexed hereto.

3. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 19, 2016 to Tuesday, September 27, 2016 (both days inclusive).

4. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 26th August, 2016.

5. Copies of Notice of 11th AGM along with attendance slip & proxy form and Annual Report 2016 are being sent by electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

6. 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.

7. Members are requested to produce the attendance slip duly signed as per specimen signature recorded with the company for admission to the company hall.

8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 11th Annual General Meeting.

9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

10. Members/Proxies are requested to bring to the meeting the Attendance slip duly filled in along with their copy in this Annual Report.

11. The Company's Shares are listed on the SME Platform of BSE Limited

12. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.

13. The Details of the Directors appointed/re-appointed during the year is provided herewith as a part of Corporate Governance Report as required by regulation 27 of the Listing Regulation.

14. The Company's website is www.agiinfra.com. The Notice of the Annual General Meeting and Annual Report of the company are made available on the Company's website.

15. All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (E),
Mumbai - 400 072,
Maharashtra, India

Regd Office:

Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144022

By Order of the Board
AGI INFRALIMITED

Aarti Mahajan
Company Secretary
Membership No.38396

Place: Jalandhar
Date: 30.08.2016

ANNEXURE TO THE NOTICE

ITEM NO. 2

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

Details of Mr. Anuj Rai Bansal seeking re-appointment in the company (Item No.2)

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	NIL
Chairman/member of the Committees of the Board of other companies in which he is a Director	NIL

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

(i) In order to meet the funds requirement of the Company, from time to time and considering quantum of loan intended to be borrowed by Company at a future date not exceeding Rs. 1,40, 00, 00, 000 outstanding at any point of time, it has been proposed to have approval of members of the Company. As Provisions of Section 180(1) (c) of the Companies Act, 2013 requires a special resolution to be passed by the shareholders for enabling the Board to borrow money in excess of the paid-up capital and free reserves of the Company. Hence, Board of Directors proposed to put before your good selves the resolution at Item No. 4 for your kind consideration and approval as Special Resolution.

(ii) None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company, is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 5

(a) Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company enters into transactions with related parties at arm's length basis, but as the director is interested in such contracts and arrangements, hence, the proposed resolution at point no. 5 has been recommended for approval of shareholders as a special resolution.

**Name of Related Party, Name of Directors/ KMP who is related and nature of Interest
Particulars of the Contract and relevant information (In Rs.)**

Name of Related Party	Name of Directors/ KMP who is related and nature of Interest	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
M/s Aay Jay Builders	Mr Sukhdev Singh (Proprietor)	Selling or otherwise disposing of or buying, property of any kind.	Upto to Rs 15 Crores

b) Mr.Sukhdev Singh (DIN: 01202727), Managing Director of the company is personally interested in the above resolution.

Regd Office:

Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144022

Place: Jalandhar

Date: 30.08.2016

By Order of the Board
AGI INFRALIMITED

Aarti Mahajan

Aarti Mahajan
Company Secretary
Membership No.38396

AGI INFRA LIMITED

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II,
Jalandhar, Punjab-144022

Tel.No.0181-2681986, Fax-0181-2681886

Website: www.agiinfra.com E-mail:info@agiinfra.com

CIN- - L45200PB2005PLC028466

ATTENDANCE SLIP

Registered Folio No / DP ID - Client ID: _____

Name & Address of First/Sole Shareholder: _____

No. of Shares held: _____

I hereby record my presence at the 11th Annual General Meeting of the Company being held on
Tuesday, 27th DAY OF September, 2016 at 3.30 P.M. at Registered office of the company at
Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-
144022

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) 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

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144022

Tel.No.0181-2681986, Fax-0181-2681886

Website: www.agiinfra.com E-mail:info@agiinfra.com

CIN- - L45200PB2005PLC028466

Name of the member (s):

Registered Address:

E-mail Id: Folio No. /Client Id: DPID.....

I/We, being the member(s) holdingshares 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 11th Annual General Meeting of the Company, to be held on the **Tuesday, 27th**

August 2016 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-144022 in respect of such resolutions as are indicated below:

Resolution No.

1.

2.

3.

4.

Signed thisday of2016

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

ROUTE MAP

Registered office: Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate, Phase-II,
Jalandhar-144022



PROMINENT LANDMARK: Near Urban Estate-Phase II