



**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

## Notice

Notice is hereby given that the **12<sup>th</sup> Annual General Meeting** of the members of AGI Infra Limited will be held on Wednesday 20<sup>th</sup> September, 2017 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 a)- Adoption of Audited Standalone Financial Statements**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

#### **Item No.1 b)- Adoption of Audited Consolidated Financial Statements**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 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.

#### **Item No. 3 - Appointment of Auditors**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the Sections 139,142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s H.S Makkar and Associates, Chartered Accountants having Firm Registration No.016971N, be and hereby appointed as the Auditors of the Company in place of the retiring auditors, M/s R.S Kalra & Associates, Chartered Accountants, for a period of five years to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting of the to be held in 2022, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the appoint of M/s H.S Makkar and Associates, Chartered Accountants, as the Auditors of the Company shall be subject to ratification by the members of the Company at every subsequent Annual General Meeting (as applicable under the Companies Act, 2013) held after this Meeting.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient to give effect to this resolution and/or otherwise considered by them to be in the interest of the Company.”

#### **Item No. 4 -Approval for entering into contracts and/or agreements with related parties**

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 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 a joint Development Agreement with **S. Sukhdev Singh**, Related Parties as defined under the Act with respect to land given to the company in respect of development of AGI Pride a project being developed by the Company during the financial year 2017-18 in such transactions and by such modes as may be deem 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 mechanism on which the saleable area be distributed between the company and S. Sukhdev Singh 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 Pholriwalnear Urban Estate  
Phase-II, Jalandhar, Punjab-144001

By Order of the Board  
**AGI INFRALIMITED**

Sd-

Aarti Mahajan  
Company Secretary  
Membership No.38396

Place: Jalandhar  
Date: 23.08.2017

## 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, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra 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 Thursday, September 14, 2017 to Wednesday, September 20, 2017 (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 19<sup>th</sup> August, 2017.

5. Copies of Notice of 12<sup>th</sup> AGM along with attendance slip & proxy form and Annual Report 2017 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 12<sup>th</sup> 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](http://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**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp.Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai-400059,  
Maharashtra.

**Regd Office:**

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

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

Sd-

Aarti Mahajan  
Company Secretary  
Membership No.38396

Place: Jalandhar  
Date: 23.08.2017

## 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	Aventus Advisors Limited
Chairman/member of the Committees of the Board of other companies in which he is a Director	<b>NIL</b>

### **ITEM NO. 4**

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

- (a) Company is developing a commercial project namely AGI Pride situated at Cool Road, Jalandhar. The total area of the project is 27165 Sq. Ft. out of which area measuring 14333 Sq. Ft. is in the ownership of S. Sukhdev Singh(DIN:01202727),Managing Director of the Company which is a related party under the Companies Act 2013. All the expenditure including obtaining permissions, CLU, approval of Map, construction and development of the project is being done by the company. S. Sukhdev Singh will be eligible to get its share in the saleable area on the basis of the value of land he has put in the project. A detailed list of expenditure incurred and proposed to be incurred on the project and tentative proposed value of sale will be estimated and on the basis of which the saleable area will be apportioned between the Company and S. Sukhdev Singh and 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 item no. 4 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.)**

<b>Name of Related Party</b>	<b>Name of Directors/ KMP who is related and nature of Interest</b>	<b>Particulars of the Contract and relevant information</b>	<b>Monetary Value (In Rs.)</b>
S. Sukhdev Singh	S. Sukhdev Singh, Managing Director of the Company	Joint Development Agreement	32% of the saleable area of the Project "AGI Pride" having approximate value of Rs.11,00,00,000

b) Mr.Sukhdev Singh (DIN: 01202727), Managing Director of the company is personally interested and Mrs. Salwinderjit Kaur (Din: **00798804**) Whole Time Director, wife of the Mr. Sukhdev Singh indirectly interested in the above resolution.

**Regd Office:**

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

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

Sd-

Aarti Mahajan  
Company Secretary  
Membership No.38396

Place: Jalandhar  
Date: 23.08.2017

**AGI INFRA LIMITED**

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

**CIN- -L45200PB2005PLC028466**

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**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 12<sup>th</sup> Annual General Meeting of the Company being held on **Wednesday, 20<sup>th</sup> Day of September, 2017** 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-144001

\_\_\_\_\_  
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}

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**AGI INFRA LIMITED**

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

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**CIN- -L45200PB2005PLC028466**

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 12<sup>th</sup> Annual General Meeting of the Company, to be held on the **Wednesday,  
20<sup>th</sup> September, 2017** 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:

**Resolution No.**

- Item No.1 a) - Adoption of Audited Standalone Financial Statements
- Item No.1 b) - Adoption of Audited Consolidated Financial Statements
- Item No. 2- Re-appointment of a Director
- Item No. 3 - Appointment of Auditors
- Item No.4 Approval for entering into contracts and/or agreements with related parties

Signed this .....day of .....2017

Signature of Shareholder

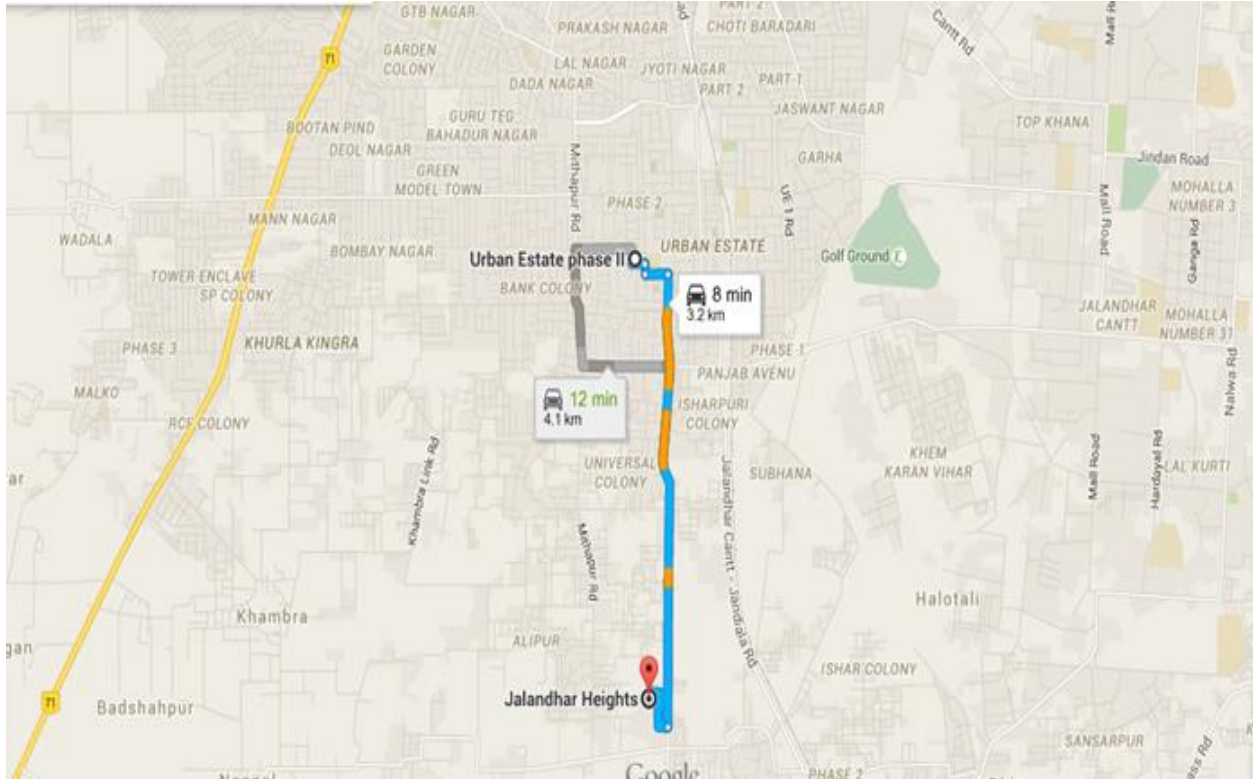
Signature of Proxy holder(s)

Affix Revenue Stamp
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## ROUTE MAP

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



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