



Notice

Notice is hereby given that the **13th Annual General Meeting** of the members of **AGI Infra Limited** will be held on Friday, 28th September, 2018 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:

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, 2018 along with Reports of the Board of Directors and the Auditors thereon.

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, 2018 and the Report of the Auditors thereon.

2. Declaration of Dividend

To declare dividend for the Financial Year ended 31st March, 2018.

3. 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.

4. Ratification of Appointment of Statutory Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s H.S Makkar & Co , Chartered Accountants (Firm Registration No.016971N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, on such remuneration as may be mutually agreed upon between the Company and the Auditors.”

Special Business

5. To Revise the remuneration of S. Sukhdev Singh (DIN: 01202727), Managing Director of the Company.

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



AGI INFRA LTD.
(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

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“RESOLVED THAT in reference to the special resolution (item No.04) passed by the Shareholders of the Company at 10th Annual General Meeting held on September 28, 2015, has accorded their consent for appointment (including remuneration) of S.Sukhdev Singh (DIN: 01202727)as Managing Director of the company for five years with effect from April 01, 2015. Now, in accordance with the provisions of Sections 196,197, 198, 203 and section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed, the consent of the Company be and is hereby accorded to revise the maximum remuneration payable to S.Sukhdev Singh (DIN: 01202727)as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 1, 2018 for the remaining period of his tenure ending on March 31, 2020”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the s Board and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard”.

6. To Revise the remuneration of Mrs. Salwinderjit Kaur (DIN: 00798804), Whole Time Director of the Company.

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

“RESOLVED THAT in reference to the special resolution (item No.05)passed by the Shareholders of the Company at 10th Annual General Meeting held on September 28, 2015, had accorded their consent for appointment (including remuneration) of Mrs. Salwinderjit Kaur as Whole Time Director of the company for five years with effect from April 01, 2015. Now, according to the provisions of Sections 196,197, 198, 203 and section II of Part II of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and such modifications and conditions as may be prescribed, the consent of the Company be and is hereby accorded to revise the maximum remuneration payable to Mrs. Salwinderjit Kaur as Whole Time Director of the Company as set out in the Explanatory Statement annexed to the Notice, with effect from April 1, 2018 for the remaining period of his tenure ending on March 31, 2020”.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board and/or the Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard”.

Regd Office:

Jalandhar Heights, 66 Ft Road,
Village PholriwalNear Urban Estat
Phase-II, Jalandhar, Punjab-144001

Place: Jalandhar
Date: 30.08.2018



By Order of the Board
AGI INFRA LIMITED
Aarti Mahajan
Aarti Mahajan
Company Secretary
Membership No.38396



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NOTES.

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, setting out material facts concerning the business under item Nos. 5 and 6 of the Notice, is annexed hereto and forms part of the Notice. The relevant details, related to the special resolution as set out in the Notice of 13th Annual General Meeting to be transacted at the meeting is annexed thereto.
2. **A Member Entitled To Attend And Vote At The 13th Annual General 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. The Proxy Form in MGT-11 is attached herewith.**

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 carrying voting rights. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the registered office of the not less than forty-eight hours before the time for commencement of the meeting or with the company at its registered office.

3. **Book Closure and Dividend:** The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 21st September, 2018 to Friday, 28th September, 2018, both days inclusive.

(a) if the final dividend, as recommended by the Board of Director of Directors, is approved at the AGM, payment of such will be made on or after 1st October 2018.

(b) whose names appear as beneficial owners in respect of the shares held in dematerialized form as at the end of the business hours on Thursday, 20th September, 2018 and as may be furnished by the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited in respect of the shares held in electronic form; and

(b) whose names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / Registrar and Share Transfer Agents on or before Thursday, 20th September, 2018.

4. **National Automated Clearing House (NACH):** (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided NACH facility to the members for the remittance of dividend. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, at the registered office of the Company.
5. Members holding shares in electronic forms are requested to intimate any change in their address, e-mail id, telephone/mobile number, Permanent Account Number(PAN), Mandates, Nominations, Power of Attorney, Bank details, name of the Bank, and Branch details, Bank Account number, MICR Code, IFSC Code etc 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.
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. Corporate Members intending to send their authorized representatives to attend the 13th Annual General Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members/Proxies and Authorized Representative are requested to bring to the meeting the Attendance slip duly filled in along with their copy in this Annual Report.
9. 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.



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10. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within 30 days from the date of declaration.

Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

11. As per the Provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
12. 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.
13. 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' website.
14. The route map showing directions to reach the venue of the 13th Annual Genral Meeting is annexed.
15. Voting through electronic means (E-Voting).

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 Monday 24th September, 2018 (9.00 a.m) and ends on Thursday 27th September, 2018(5.00 P.M). Members of the Company, holding shares in either in physical form or dematerialized form as on cutoff date Friday 21st September , 2018, 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.



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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.nsd.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 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 with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
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 is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.



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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.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 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 e-Voting. 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 eskarankhanna@gmail.com with a copy marked to 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



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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 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 or call on toll free no.: 1800-222-990 or send a request atevoting@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 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 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 Friday, 21st September 2018.
- 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 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



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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 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. 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.

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

Bigshare Services Private Limited

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

Regd Office:

Jalandhar Heights, 66 Ft Road,
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Phase-II, Jalandhar, Punjab-144022

By Order of the Board
AGI INFRA LIMITED



Aarti Mahajan

Aarti Mahajan
Company Secretary
Membership No.38396

Place: Jalandhar
Date: 30.08.2018



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	NIL

ITEM NO. 5

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

The term of office of Five (5) years of S.Sukhdev Singh as Managing Director will be ending on 31.03.2020. The Shareholders of the Company had also accorded their approval for payment of remuneration to him upto 31.03.2018 through their 10th Annual General Meeting on September 20, 2015.

It is proposed to revise the maximum Annual salary from Rs. 48,00,000/- to Rs. 72,00,000/- to S.Sukhdev Singh ,(DIN: 01202727) Managing Director of the Company with effect from April 01, 2018 for the remaining period of his tenure ending on March 31, 2020 in terms of Companies Act, 2013.

Particulars of details of S.Sukhdev Singh,(DIN: 01202727) Managing Director, pursuant to the information required under Schedule V of the Companies Act and SEBI (LODR) Regulations, 2015 as applicable, are stated "Annexure to the Notice"

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 31, 2018 approved the remuneration as stated in item no. 5 of the Notice. Further the Board of Directors recommends the resolution stated in the said item for the approval of members of the company by way of special resolution.



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Mr.Sukhdev Singh (DIN: 01202727), Managing Director of the company is personally interested and Mrs. SalwinderjitKaur (Din: 00798804) Whole Time Director, being spouse is also interested in the above resolution.

ITEM NO. 6

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

The term of office of Five (5) years of Mrs. Salwinderjit Kaur, (DIN:00798804) as Whole Time Director will be ending on 31.03.2020.The Shareholders of the Company had also accorded their approval for payment of remuneration to her upto 31.03.2018 through their 10th Annual General Meeting on September 20, 2015.

It is proposed to revise the maximum Annual salary from Rs. 36,00,000 to Rs. 48,00,000 to Mrs. Salwinderjit Kaur, (DIN:00798804) Whole Time Director of the Company with effect from April 01, 2018 for the remaining period of his tenure ending on March 31, 2020 in terms of Companies Act, 2013.

Particulars of details of Mrs. Salwinderjit Kaur, (DIN:00798804) pursuant to the information required under Schedule V of the Companies Act and SEBI (LODR) Regulations, 2015 as applicable, are stated in "Annexure to the Notice"

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on March 31, 2018 approved the remuneration as stated in item no. 6 of the Notice. Further the Board of Directors recommends the resolution stated in the said item for the approval of members of the company by way of special resolution.

Mrs. SalwinderjitKaur, (DIN:00798804) Whole Time Director of the company is personally interested and Mr.Sukhdev Singh (DIN: 01202727), Managing Director, being spouse is also interested in the above resolution.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO THE PROVISIONS OFSECTION II OF PART II OF SCHEDULE V OF THECOMPANIES ACT, 2013 [INCLUDING SECRETARIALSTANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, ASAPPLICABLE] IN RESPECTS OF ITEM NO 5-6 OF THENOTICE.

I. General Information				
(1) Nature of Industry:	Construction and Development of Real Estate.			
(2) Date of expected date of commencement of commercial production	The Company was incorporated in May 25, 2005 as a private company it started its business on 27.05.2005, and later on it was converted to public limited company on 16/02/2011.			
(3) In case of new companies expected date of commercial production	N.A.			
(4) Financial Performance based on given indicator	Particulars	FY 2015-16	FY 2016-17	FY 2017-18
	Gross Income	6097.17	14638.04	12272.54
	Profit Before Interest and Depreciation	1280.07	1711.68	2616.75
	Finance Charges	539.63	650.95	763.38
	Gross Profit	740.44	1060.73	1853.37
	Provision for Depreciation	159.07	248.30	347.11
	Provision for Tax	581.37	812.43	340.99
	Net Profit After Tax	390.00	543.55	1165.27
(1) Foreign Investment, if any	N.A			



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II. Information of the appointee:

A) S.Sukhdev Singh

(1) Background details.

He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India. Mr. Singh began his professional career at the age of 21 as a Senior Assistant in the Punjab Financial Corporation, Chandigarh. After gaining experience, he resigned from this service in the year 2000 and started his own construction business under the name "Aay Jay Builders". He is our Company's founder Director. He has an in depth knowledge and acumen of the Construction Industry.

(2) Past Remuneration

The Shareholder in its meeting held on September 28, 2015 approved an annual remuneration of Rs. 48 lakhs with effect from April 01, 2015

(3) Job Profile and his suitability

S. Sukhdev Singh has keen business acumen and a sharp focus on the innovative combined with an urge to set a new milestone in the Real Estate business have been the key driver of the company's success. With the in depth knowledge and acumen of the Construction industry he touches the new heights in the business and he led AGI Infra Limited to dizzying heights as one of the most successfully Construction Companies in Punjab.

(4) Remuneration Proposed

The Nomination and Remuneration committee in its meeting held on March 31, 2018 proposed an Remuneration of Rs. 72 Lakhs for a period of 2 years from April 01, 2018 and the same was approved by Board on its meeting held on March 31, 2018 subject to the approval of members by ratifying and passing Special Resolution in the ensuring 13th Annual General Meeting.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The Nomination and Remuneration Committee constituted by the Board, pursued the remuneration of managerial person in other companies comparable with the size of the company, industry benchmarks in general, profile and responsibilities of S.Sukdev Singh before recommending the remuneration as proposed above.

(6) Pecuniary relationship

There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel except with Mrs. SalwinderjitKaur, his wife and co-promoter of AGI Infra Limited. In addition S. Sukhdev Singh holds 40,30,320 equity shares constituting 39.45% of the paid up capital of the Company and Mrs. SalwinderjitKaur holds 12,25,000 equity shares constituting 11.99% of the paid up capital of the Company.

B. Mrs. SalwinderjitKaur

(1) Background details.

She holds a Bachelor's degree in Arts from Punjab University. She has a professional experience of 11 years in the field of interior decoration and green development. Mrs. SalwinderjitKaur is our Company's founder Director. She is engaged in the interior designing work of the residential flats that we develop.



(2) Past Remuneration

The Shareholder in its meeting held on September 28, 2015 approved an annual remuneration of Rs. 36 Lakhs with effect from April 01, 2015.

(3) Job Profile and his suitability

With 11 year of business experience she has an in depth knowledge of the construction business. Her keen area of functioning is interior decoration and green development. Her constant efforts and support helps the business of the company and it is progressing by leaps and bounds.

(4) Remuneration Proposed

The Nomination and Remuneration committee in its meeting held on March 31, 2018 proposed an Remuneration of Rs. 48 Lakhs for a period of 2 years from April 01, 2018 and the same was approved by Board on its meeting held on March 31, 2018 subject to the approval of members by ratifying and passing Special Resolution in the ensuing 13th Annual General Meeting.

(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The Nomination and Remuneration Committee constituted by the Board, pursued the remuneration of managerial person in other companies comparable with the size of the company, industry benchmarks in general, profile and responsibilities of S.Sukdev Singh before recommending the remuneration as proposed above.

(6). Pecuniary relationship

There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel except with S. Sukhdev Singh, her husband and co-promoter of AGI Infra Limited. In addition Mrs. Salwinderjit Kaur holds 12,25,000 Company equity shares constituting 11.99% of the paid up capital of the Company and S. Sukhdev Singh holds 40,30,320 equity shares constituting 39.45% of the paid up capital of the company.

III. Other Information

(1) Reason for loss or inadequate profits

The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.

(2) Steps taken or proposed to be taken for improvement.

The Company has steps to improve and fasten the completion stage and hand over the projects in time so that the actual profits of the company increase.

(3) Expected increase in productivity and profits in measurable terms.

The Company expects to generate increased revenues in the coming years.



AGI INFRA LTD.
(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

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Phone : 0181-2681986 | Tel/Fax : 0181-2681886 | gi_builders@yahoo.co.in
info@agiinfra.com | www.agiinfra.com

IV. Disclosures

The information, as required, is provided under Corporate Governance Section of the Annual Report 2017-18. The remuneration package proposed to be given to each managerial personnel is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

Regd Office:

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

Place: Jalandhar
Date: 30.08.2018

By Order of the Board
AGI INFRA LIMITED



Aarti Mahajan
Aarti Mahajan
Company Secretary
Membership No.38396