



AGI INFRA LIMITED

CIN: L45200PB2005PLC028466

Registered Office: Jalandhar Heights, 66ft Road Village Pholriwal, Near Urban Estate, Phase-II Jalandhar 144001

Tel.: 0181-2681986; **Fax:** 0181-2681886

Website: [www. agiinfra.com](http://www.agiinfra.com); **Email Id:** info@agiinfra.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

TO THE MEMBERS OF THE COMPANY

Notice is hereby given that pursuant to section 110 and other applicable provisions if any, of the companies Act, 2013 (hereinafter referred to as “the Act”) read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as “the Rules”) as amended from time to time including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended are proposed to be passed as special resolution by way of Postal Ballot/e-voting. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

The Company has appointed Mr. Mohit Saluja Practicing Company Secretary (Membership No.23005), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice are assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

You are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent(for) or dissent (against) therein by filing necessary details and affixing your signature at the designated place in the Form and return the Form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer at the Company’s Registered Office at Jalandhar Heights, 66 ft Road, Village Pholriwal Near Urban Estate Phase-II, Jalandhar, Punjab-144001 on or before 05.00 P.M on Monday , October 16, 2017.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter the results of the postal ballot would be announced by the Managing Director or the Company Secretary of the Company on Wednesday, October 18, 2017 at the registered office of the Company. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchange where the shares of the Company are listed and displayed along with the scrutinizer’s report on the company’s website viz. www.agiinfra.com.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to the notes to the notice and the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

Item of Business requiring consent of shareholders through Postal Ballot:

1. Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Regulation 106U and other relevant provisions, laid down in Chapter XB of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors and the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

**By Order of the Board of Directors
For AGI Infra Limited**

Sd/-

Managing Director

Mr. Sukhdev Singh
(DIN: 01202727)

Registered Address of the Company:

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

Date: 07.09.2017

Place: Jalandhar

NOTES:

- 1) The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 is appended herein along with form for your consideration.
- 2) The Company has appointed Mr. Mohit Saluja (C.P No: 8216) Practicing Company Secretary, to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 3) Notice of Postal Ballot has been sent by post to shareholders whose name appeared in the register of members as on cut-off date September 01, 2017 provided by Bigshare Services Private Limited (RTA). Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer Mr. Mohit Saluja (Membership No.23005) Practicing Company Secretary at 2nd Floor, Malhotra Complex, Sehdev Market, Jalandhar, Punjab-144001 or the Company’s Registered Office at Jalandhar Heights, 66 ft Road, Village Pholriwal Near Urban Estate, Phase-II, Jalandhar, Punjab-144001 on or before 5.00 P.M on Monday, October 16, 2017.
- 4) Postal Ballot Form and prepaid envelope are enclosed.
- 5) Copy of relevant documents referred in this notice and the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M and 2.00 P.M to the date of declaration of the results of Postal Ballot.

Voting Through Electronic Means

- 6) In compliance with Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, provisions of Section 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility to its shareholders to vote on the resolution, in addition to dispatch of Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL for facilitating E-Voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
- 7) E-Voting is optional.

INSTRUCTIONS FOR E-VOTING: Members are requested to follow the instructions below to cast their vote through E-Voting.

1. The instructions for shareholders voting electronically are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “evoting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of AGI Infra Limited.**
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csmohitsaluja@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN
---------------------------------	---------	------------------

(ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.

II. 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 Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. The e-voting period commences on Saturday, September 16, 2017 and ends on Monday, October 16, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 01, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

The Company has been listed and traded on the BSE SME Platform for a more than two years and hence eligible to migrate to the Main Board of BSE Limited as per guidelines specified by SEBI vide their circulated dated 18th May, 2010 and as per the procedures laid down under Chapter XB of SEBI (ICDR) Regulations, 2009.

Also listing on the Main Board of BSE Limited will take the Company to different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

Hence the aforesaid resolution is placed before the shareholders of the Company for their consent through Postal Ballot under Section 110 of the Companies Act, 2013.

**By Order of the Board of Directors
For AGI Infra Limited**

Sd/-

Managing Director

Mr. Sukhdev Singh

(DIN: 01202727)

Registered Address of the Company:

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

Date: 07.09.2017

Place:Jalandhar



AGI INFRA LIMITED

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

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

Website: www. agiinfra.com, **E-mail:** info@agiinfra.com, **CIN:**L45200PB2005PLC028466

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./*DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot/ E-voting for the business stated in the Postal Ballot Notice of the Company dated September 07, 2017 by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below:

Sr.No.	Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Migration of company from BSE SME Exchange to the Main Board Platform of BSE Limited			

Place

Date:

(Signature of the Shareholder/Authorized representative)

Note:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5.00 P.M Monday, October 16, 2017. Please note that any Postal Ballot Form (s) received after the said date and time will be strictly treated as if reply from the Member has not received.

E-VOTING PARTICULARS

EVEN (E-Voting Even Number)	User ID	Password
107713		

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A Form other than one issued by the company has been used or the Form has not been signed by or on behalf of the Member;
- (b) Signature on the postal ballot form doesn't match the specimen signatures with the company / Depository;
- (c) Neither assent nor dissent is mentioned or it is not possible to determine without any doubt the assent or dissent of the Member;
- (d) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (e) The envelope containing the postal ballot form is received after the last date prescribed;
- (f) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (g) It is received from a Member who is in arrears of payment of calls;
- (h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- (i) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- ❖ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice dated September 07, 2017 is being sought through Postal Ballot Process.
- ❖ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Mr. MohitSaluja Practicing Company Secretary, appointed as the 'Scrutinizer' for Postal Ballot Process by the Board of the Company & the address of the Corporate Office of the Company.
- ❖ **The Voting period will commence on and from Saturday, September 16, 2017 at 11:00 A.M. and ends on Monday, October 16, 2017 at 5:00 P.M.** The envelopes containing Postal Ballot Form should reach the Scrutinizer not later than 5:00 PM on Monday, October 16, 2017. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office.
- ❖ Consent must be accorded by placing a tick mark (√) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark.
- ❖ (√) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (√) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ❖ The Postal Ballot form should be completed and signed by the shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ❖ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorised Signatory(ies).
- ❖ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ❖ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ❖ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- ❖ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz. Friday, September 01, 2017.
- ❖ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.

- ❖ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
- ❖ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope, as all Postal Ballot(s) will be sent to Scrutinizer & any extraneous paper found in such envelope would be destroyed by Scrutinizer.
- ❖ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ❖ The resolution, if assented by requisite majority, shall be considered as passed on Monday the 16th day of October, 2017 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or e-voting).
- ❖ The result of the Postal Ballot will be declared / announced on Wednesday, the 18th day of October, 2017 at the Registered & Corporate Office of the Company. The results along with the Scrutinizers' Report shall be placed on the website of the Company viz. www.agiinfra.com, be communicated to the Stock Exchanges viz. BSE Limited & also displayed on website of NSDL viz. www.nsdl.co.in. The result of the Postal Ballot shall also be communicated through Newspaper Advertisement.
- ❖ In case of any query and grievances in relation to the resolution proposed to be passed may be addressed to Mr. Aarti Mahajan, Company Secretary, AGI Infra Limited, Jalandhar Heights, 66 Ft Road, ViilagePholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001 or email to info@agiinfra.com.
- ❖ Any query or grievance connected with the voting by Postal Ballot, other than E-Voting, may be addressed to the Company Secretary at info@agiinfra.com or at the corporate office or members may contact M/s Bigshare Services Private Limited, the Registrar & Transfer Agent of the Company at Ist Floor, Bharat Tin Works Building, Opp. Vasant Oasis, MakwanaRoad, Marol, Andheri East, Mumbai-400059, Maharashtra.
- ❖ For E-Voting, members may refer to the Frequently Asked Questions (FAQS) and E-Voting user manual for shareholder at the Download Section of www.evoting.nsdl.com or contact NSDL on Toll Free No. 1800-222-990. For any further clarification Members may contact Ms. PallaviMhatre 022- 24994545/ Mr. Rajiv Ranjan-022-24994778, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai-400013 or at the designated E-mail ID viz. evoting@nsdl.co.in
- ❖ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 & provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of NSDL), as an alternate which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**