

Notice

Notice is hereby given that the **15th Annual General Meeting** of the members of **AGI Infra Limited** will be held on Thursday 24th September, 2020 at 3.30 P.M through Video Conferencing (VC)/Other Audio Visual Means (OAVM) 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, 2020 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, 2020 and the Report of 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- Ratification of remuneration of Cost Auditors for Financial Year(s) 2020-21

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 2020-21 as fixed by the Board.”

4. Re-appointment of Mr. Sukhdev Singh as the Managing Director of the Company for a period of five (5) years

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sukhdev Singh (DIN: 01202727) be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 1st April, 2020 to 31st March, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mr. Sukhdev Singh (DIN: 01202727) who is also Promoter of the Company, notwithstanding that may be in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during his tenure of appointment.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Sukhdev Singh (DIN: 01202727) Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

5. Re-appointment of Mrs. Salwinderjit Kaur as the Whole-Time Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, as amended from time to time and its rules made thereunder read with Schedule V of the Companies Act 2013, (including any statutory modification(s) or reenactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Salwinderjit Kaur (DIN:00798804) be and is hereby re-appointed as the Whole-Time Director of the Company for a period of five (5) years with effect from 1st April, 2020 to 31st March, 2025 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company, subject to the approval of members of the Company on the recommendation of the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI[LODR]”), consent of the Members be and is hereby accorded for continuance of payment of remuneration to Executive Director of the Company Mrs. Salwinderjit Kaur, Whole-Time Director (DIN: 00798804), who are also Promoters of the Company, notwithstanding that may be in excess of 5 per cent of the net profits of the Company as calculated under section 198 of the Act, in any financial year during her tenure of appointment.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. Salwinderjit Kaur as the Whole-Time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013”.

“RESOLVED FURTHER THAT all other existing terms and condition of appointment and remuneration shall remain unchanged unless otherwise modified by the Board of Directors of the Company”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director, Company Secretary or any other officer(s) of the Company”.

Item No.6-Re-appointment of Mr. Atul Mehta as an Independent Director of the Company for a period of five (5) years

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

“RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 as amended from time to time and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), the relevant provisions of SEBI (LODR) Regulations, 2015, Mr. Atul Mehta (DIN: 00225620), whose present term as an Independent Director ends at the 7th December 2019, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the applicable regulation of SEBI (LODR) Regulations, 2015 and also declared that he has not been debarred from holding the office of director or continuing as a director of company by SEBI/ MCA or any other authority in India or abroad and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint/continue the Directorship of Mr. Atul Mehta (DIN: 00225620), who is being re-appointed as an Independent Director of the Company, for a second term of five consecutive years to hold the office from December 08, 2019 to December 07, 2024”.

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby severally authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No.7- 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 September 28, 2019 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. 225 Crores (Rupees Two Hundred and Twenty Five 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.8: 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 September 28, 2019 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. 225 Crores (two Hundred and Twenty Five 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."

9. To increase the Authorized Share Capital 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 the provisions of Sections 61 and 64 and other applicable provisions. if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore and Twenty Lakh) equity shares of Rs. 10 each to Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000(One Crore and Fifty Lakh) equity shares of Rs. 10 each by creation of additional 30,00,000 (Thirty Lakh) equity shares of Rs. 10 each ranking pari passu in all respect with the existing equity shares of the Company;

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions of the Companies Act. 2013 (including any statutory modification(s) or re-enactment thereto for the time being in force) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

"V. The authorised share capital of the Company is Rs. 15, 00, 00,000 (Rupees Fifteen Crore Only) divided into 1, 50, 00,000 (One Crore and Fifty Lakh) equity shares of Rs. 10 (Rupees Ten *only*) each."

"**RESOLVED FURTHER THAT** any Director of the Company or the Key Managerial Personnel ("**KMPs**") of the Company be and are hereby severally authorized to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental to giving effect to the aforementioned **resolutions.**"

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: 29.08.2020

NOTES

1. Pursuant to Circular Nos.14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020 and May 05, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. HO/CFD/CMD1/CIR/P/2020/79 dated May12, 2020 issued by Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Annual General Meeting of the Company ("AGM") is convened through Video Conferencing/ other Audio Visual Means (VC/OAVM)
2. The Explanatory Statement setting out materials facts, pursuant to section 102 of the Companies Act, 2013, in respect of the special businesses under item No's 3, 4, 5, 6, 7, 8 and 9 and of the accompanying Notice is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday September 17, 2020 to Thursday, September 24, 2020 (both days inclusive).
4. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday September 17, 2020 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of AGM. Any receipt of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as an intimation only.
5. Since this AGM is being held pursuant to the circulars through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
6. Since this AGM being held through VC/OVCM, the Route Map is not attached to this notice
7. 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 and info@agiinfra.com.

8. Voting through Electronic Means

In terms of section 108 of the Companies Act,2013 read with the Companies(Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) listed companies are required to provide to members with the facility to exercise their votes at general meetings through electronic means. The Company has availed the services of National Securities Depository Limited (NSDL) for providing the remote e-voting platform to the members of the Company.

9. The results declared along with Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL.

10. Detailed instructions on the e-voting procedure:

- A. For shareholders receiving e-mail communication from the NSDL
 - i) Members may note that the Notice of the 15th Annual General Meeting and the Annual Report 2020 will be available on the Company's Website www.agiinfra.com. The Notice of the Annual General Meeting shall also be available on the website of NSDL viz www.evoting.nsdl.com. The Company has published a Public Notice by the way of advertisement in Punjabi newspaper and in an English newspaper with the required details of the 15th AGM, for the information of the Members.
 - ii) The e-voting period shall commence on Monday September 21, 2020 at 9.00 A.M and ends on Wednesday September 23, 2020 ends on 5:00 P.M The e-voting Module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently.
 - iii) The e-voting module shall be disabled by NSDL thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions

through remote e-voting and are otherwise not debarred from doing so shall be eligible to vote through e-voting system during the AGM.

- iv) The Board of Directors has appointed CS Karan Khanna of M/s. Khanna Karan & Co. Practicing Company Secretaries (CP No.15871) as the Scrutinizer for conducting the remote e-voting and the poll process in accordance with the law and in fair and transparent manner. The Scrutinizer shall within the period not exceeding 48 hours from the conclusion of the annual general meeting, prepare a Scrutinizer's Report of the votes cast in favour or against, if any and submit it forthwith to the chairman of the Company.
- v) The Result declared along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.
- vi) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast vote again.
- vii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the as on the cut - off date.
- viii) The details of the process and manner for remote e-voting are explained herein below:

For the Shareholders receiving e-mail communication from NSDL

Step –I

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 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.

Step 2

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 company 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@agiinfra.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@agiinfra.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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 and info@agiinfra.com
- 2 Members who have acquired the shares of the Company after the dispatch of the Notice of Annual General Meeting and whose name appear in the Register of members of the Company or in the Register of Beneficial owners maintained by the depositories as on Cut off date i.e. Friday September 18, 2020 will be eligible to cast their vote through remote e-voting.
- 3 Such Members may obtain the login ID and password by sending request to any of the following e-mail ids:
 - a) To NSDL at evoting@nsdl.co.in
 - b) To the Registrar and the Share Transfer Agents at shwetasa@bigshareonline.com
 - c) To the Company at info@agiinfra.com
4. However if a member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and Password for casting his/her vote. If he/she do not remember his/her password, he/she can reset his/her password by using the "forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No:-1800-222-990

Thereafter, members are requested to follow the steps mentioned above to cast their vote.

5. Shareholders can update their mobile numbers and e-mail IDs in the user profile details of the folio which may be used for sending information(s) regarding the NSDL e-voting system in the future.
6. 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 to reset the password.
7. 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 to (Name of NSDL Official) at evoting@nsdl.co.in. Shareholders may also contact the Company or its Registrar and Transfer Agents for any assistance in this regard.

8. All the documents referred to in the accompanying notice and Statement annexed thereto shall be open for inspection at the Registered Office of the Company during normal business hours on any working day till the date of the Annual General Meeting

Investor servicing

1. As per regulation 40 of SEBI listing regulations as amended, securities of listed company can be transferred only in dematerialised form with effect from April, 01, 2019 except in case of request received for transmission or transportation of securities. In view of this and to eliminate all risks associated with the physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact Company or Company's Registrar and Transfer Agent, Bigshare Services Private assistance in this regard.

2. To support the Green initiative members have not registered their email addresses are requested to register the same with the DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

3. Members who have not registered their email ID are requested to register their email IDs. Further, the members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank, the branch details, bank account number, MICR Code, IFSC Code, etc to their DPs in case the shares are held by them in electronic form and to the AGI Infra Limited in case the shares are held by them in physical form.

4. 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.

5. All the investor Queries/ Complaints/Grievances/ may be addressed to the Secretarial Department at the Registered and Corporate Office of the Company or by sending e-mail to info@agiinfra.com. Members can also write to the M/s Bigshare Service Private Limited, The Registrar and Share Transfer Agents of the Company having their office at, 1st Floor, Bharat Tin Works Building Opp.Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra and e-mail to shwet@bigshareonline.com

OTHERS

1. In compliance with the aforesaid MCA circulars and SEBI circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company Depositories. Members may note that the Notice and Annual Report 2019-20 will also available on the Company website [www. agiinfra.com](http://www.agiinfra.com).

2. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

3. Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 direct listed Companies to send soft copies of the Annual Report to those shareholders who have registered their e-mail addresses. Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014 permit prescribed companies to send a notice and financial statements through electronic mode. In view of the same, shareholders are requested to update their e-mail id d with their Depository Participants where shares are held in dematerialized mode and where the shares are held in physical form to update the same in the records of the Company in order to facilitate electronic servicing of annual reports and other documents

4. Members who would to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP id, client id/folio number, PAN, mobile number at info@agiinfra.com from September 16, 2020 (9.00 a.m IST) to September 20,

2020 (5:00 p.m IST) . Those members who have registered themselves as a speaker will only be allowed to express their view/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Member wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Registered Office of the Company. Members are requested to note that dividends that are not claimed within seven years from the dated of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF)

6. In case of any queries related to e-voting you may refer to the FAQs for shareholder and E-voting user manual for the Shareholders available at the download section of [http:// 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:evoting@nsdl.co.in). In case of any grievances connected with facility for E-voting please connect Ms. Pallvi Mhatre, Manager, NSDL, 4th Floor, 'A" Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. E-mail: [evoting @nsdl .co.in](mailto:evoting@nsdl.co.in) /pallavid@nsdl.co.in Tel:91-22 2499/4545/1800-222-990.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

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 2021, 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 40,000/- 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. 4

Mr. Sukhdev Singh (DIN: 01202727) was appointed as Managing Director for a period of five years effective from 01st April, 2015. His first term therefore comes to an end on 31st March, 2020. Mr. Sukhdev Singh was reappointed as Managing Director for a further period of 5 (five) years from 01st April, 2020 to 31st March, 2025. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of Directors. Therefore, the Board of Directors has approved the same at its meeting held on 19th March, 2020.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Mr. Sukhdev

Singh, Managing Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Mr. Sukhdev Singh, Managing Director, is the promoter of the Company.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Sukhdev Singh for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment and continuance of payment of remuneration of Mr. Sukhdev Singh as Managing Director of the Company.

Mr. Sukhdev Singh satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Managing Director and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mr. Sukhdev Singh have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. Sukhdev Singh and Mrs. Salwinderjit Kaur are interested in the resolution. The relatives of Mr. Sukhdev Singh may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Mrs. Salwinderjit Kaur (DIN: 00798804) was appointed as Whole-Time Director for a period of five years effective from 01st April, 2015. Her first term therefore comes to an end on 31st March, 2020. Mrs. Salwinderjit Kaur was reappointed as Whole-Time Director for a further period of 5 (five) years from 01st April 2020 up-to 31st March 2025. The Nomination and Remuneration Committee has reviewed this matter and recommended the reappointment to the Board of Directors. Therefore, the Board of Directors has approved the same at its meeting held on 19th March, 2020.

Further the Nomination and Remuneration Committee has also recommended continuance of payment of annual remuneration exceeding the limit of 5% of net profits of the Company where there are more than one such Executive Directors till the expiry of their respective terms of such Executive Directors as required under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 but however that such remuneration will be as per applicable provisions of the Companies Act, 2013 including Schedule V under the Companies Act, 2013 and the Rules made thereunder. The remuneration to be paid/payable to Mrs. Salwinderjit Kaur, Whole-Time Director as stated in the Explanatory Statement together with remuneration paid / payable to other Executive Directors will exceed the limit of 5% of net profits of the Company during their tenure as per Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

but such remuneration will be within the limits specified under the Companies Act, 2013 and the rules thereunder. Mrs. Salwinderjit Kaur, Whole-Time Director, is the member of promoter.

Considering the valuable contribution, commitment, guidance and services being rendered by Mrs. Salwinderjit Kaur for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of Mrs. Salwinderjit Kaur as Whole-Time Director of the Company.

Mrs. Salwinderjit Kaur satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given her consent to act as a Whole-Time Director and she has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad. Other disclosures to be provided in terms of Sections 196 to 198 read with Schedule V and applicable Rules under the Companies Act and SEBI Regulations, as the case may be are provided in Annexure -I to the Notice.

Details of Mrs. Salwinderjit Kaur have been provided in the "Annexure-II" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mrs. Salwinderjit Kaur and Mr. Sukhdev Singh are interested in the resolution. The relatives of Mrs. Salwinderjit Kaur may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director/Key Managerial Personnel of the Company/their relatives are, interested, financially or otherwise, in the resolution.

The Board recommends the special resolution set out at Item No. 5 of the Notice for the approval by the members.

Item No. 6

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, Mr. Atul Mehta was appointed as Independent Non-Executive Director for a period of five years effective from December 08, 2014. His first term therefore comes to an end on December 07, 2019. As the above-named Independent Director shall be completing their first term of appointment and he is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. The abovenamed Independent Director has consented to their re-appointment and confirmed that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declaration from the said Director stating that he meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and he has not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Director, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on December 08 2019 have recommended the reappointment of the afore said person as an Independent Director for a second term of five consecutive years effective from December 08, 2019 to December 07, 2024. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. In the opinion of the Board, he fulfil the conditions for re-appointment as Independent Director and he is independent of the Management

Brief resume of above Independent Director, nature of his expertise in specific function areas and names of companies in which he holds directorship and memberships/ chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015, are provided in the Annexure to this Notice, which is forming part of the Annual Report.

A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his reappointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the Member.

Item No. 7 and 8

The shareholders of the Company, in the Annual General Meeting held on September 28, 2019 had accorded their consent to the Board of Directors for borrowing up to 210 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. 225 crores (Two Hundred and Twenty five 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 shareholders 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. 225 crores (Two Hundred and Twenty Five 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. 7 and 8 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.7 and 8 of the Notice.

Item No.9

Pursuant to provisions of Section 60(1) of the Companies Act, 2013 the details of capital structure is as under: -
Authorised share capital of the Company is Rs. 12, 00, 00,000 (Rupees Twelve Crores only) divided into 1,20,000 (One Crore and Twenty Lakhs) Equity shares of Rs. 10/- each.

Issued, subscribed and paid-up capital of the Company is Rs.10, 21, 67,200(Ten Crore Twenty Ones Lakh Sixty Seven thousand and Two Hundred only) divided into 1, 02, 16,720 (One Crore Two Lakh Sixteen Thousand Seven Hundred and Twenty) Equity shares of Rs.10/- each.

In order to meet the business objectives and raising further equity funds, it is proposed to increase the Authorised Share Capital of the Company from Rs. 12,00,00,000 (Rupees Twelve Crore only) divided into

1,20,00,000 (One Crore and Twenty Lakh) Equity Shares of Rs.10 (Rupees Ten only) each to Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Rs.10 (Rupees Ten only) each by creation of additional 30,00,000 (Thirty Lakhs) Equity Shares of Rs.10/- (Rupees ten only) each. Hence the Resolution to increase the Authorised Share Capital and amendment of Clause V of the Memorandum of Association of the Company is proposed.

Your Directors recommend the passing of the Resolution, as Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in the Notice. The draft of the proposed amended Memorandum of Association of the Company is open for inspection of the members at the Registered Office of the Company during the 10.00 a.m. to 1.00 p.m. on all working days up to the last date of voting i.e. September 24, 2020 and would also be available on the website of the Company at www.agiinfra.com

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: 29.08.2020

ANNEXURE-I

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECTS OF ITEM NO. 4 and 5 OF THE NOTICE

I. GENERAL INFORMATION

1. **Nature of industry:** Construction and Development of Real Estate

2. **Date or Expected Date of Commencement of Commercial Production:** As the Company was incorporated in May 25, 2005 as a private Company it started its business on May 27, 2005 and later on it was converted to public limited company on February 16, 2011.

3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial Performance based on given indicators:

(Amount In Rs.)

PARTICULARS	2019-20	2018-19	2017-18
Paid up Capital	10,21,67,200	10,21,67,200	10,21,67,200
Reserve & Surplus	58,05,76,059	45,37,44,637	38,44,02,048
Gross Revenue	93,04,12,049	80,99,66,768	122,72,53,843
Profit before tax	18,21,50,414	11,59,03,108	15,06,26,606
Tax expenses	3,16,04,665	2,31,23,744	3,40,99,632
Profit after tax	15,05,45,749	9,27,79,364	11,65,26,974

5. Foreign investments or collaborations, if any

The Company has not entered any foreign collaboration and no direct capital investment has been made in the company in the last three financial years.

II. Information about the Appointee

A. Mr. Sukhdev Singh

1. Background Details

Mr. Sukhdev Singh, aged 60, is one of the founding members of AGI Infra Limited. He is guiding force behind the success of the Company. Mr. Sukhdev Singh 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. He has an experience of 30 years in the field of Construction. 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 has an in depth knowledge and acumen of the Construction Industry.

2. Past Remuneration

Mr. Sukhdev Singh was paid Rs. 72.00 Lakhs as annual remuneration for the financial year 2019-20.

3. Recognition or Awards:

- i) He has been awarded as India Most Admired Business Leader by White Page International in 2017
- ii) He has got World Greatest Leaders 2018-19 from Asia One.
- iii) He has been nominated as Achievers of the North by the 'The Times of India'

4. Job Profile and Suitability

Mr. Sukhdev Singh devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to superintendence, control and supervision of the Board. Mr. Sukhdev Singh has over two decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is the chairman of Corporate Social Responsibility Committee and member of Audit Committee and Stakeholder Relationship Committee.

5. Remuneration Proposed

There are no changes in the existing remuneration.

6. 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 perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Sukhdev Singh before recommending the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any Besides the remuneration proposed, Mr. Sukhdev Singh also holds 4030320 equity shares of the company. Mr. Sukhdev Singh, Managing Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mrs. Salwinderjit Kaur.

B. Mrs. Salwinderjit Kaur

1. Background Details

Mrs Salwinderjit Kaur, aged 61, is our Company's Founder Director. Mrs. Salwinderjit Kaur holds a Bachelor's degree in Arts from Punjab University. She has a professional experience of 13 years in the field of interior decoration and green development. Mrs. Kaur is our Company's Founder Director. She is engaged in the interior designing work of the residential flats that we develop. She is also the member of Corporate Social Committee.

2. Past Remuneration

Mrs. Salwinderjit Kaur was paid Rs.48 Lakhs as annual remuneration for the financial year 2019-20.

3. Recognition or Awards

Nil

4. Job Profile and Suitability

With the 13 years 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 effort and support helps the business of the Company and it is progressing by leaps and bounds.

5. Remuneration Proposed

There are no changes in the existing remuneration.

6. 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 perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mrs. Salwinderjit Kaur before recommending the remuneration as proposed hereinabove.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any Besides the remuneration proposed, Mr. Salwinderjit Kaur also holds 1225000 equity shares of the company. Mr. Salwinderjit Kaur, whole Time Director and being relative may be deemed to be interested in the resolution relating to the remuneration of Mr.Sukhdev Singh.

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: 29.08.2020

ANNEXURE - II DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE 15th ANNUAL GENERAL MEETING [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF DIRECTOR	Sukhdev Singh	Salwinderjit Kaur	Atul Mehta	Anuj Rai Bansal
Item No.	4	5	6	2
Date of Birth	15.03.1960	07.07.1959	22.12.1969	01/10/1977
Age	60	61	51	43
Nationality	Indian	Indian	Indian	Indian
Qualification	He holds a Bachelor's degree in Commerce as well as Master's degree in Commerce. He has also cleared the intermediate level of Institute of Cost and Works Accountants in India	He holds a Bachelor's degree in Arts from Punjab University.	He holds a Bachelor's degree in Commerce from GNDU University, a post graduate diploma in Marketing Management from GNDU and post graduate diploma in Export Management from Indian Institute of Foreign Trade, New Delhi.	He holds a Bachelor's degree in Commerce from Guru Nanak Dev University in Jalandhar. He is also a Fellow Member of the Institute of Company Secretaries of India.
Experience	Mr. Sukhdev Singh has three decades of invaluable experience in the line of the business of the Company.	She has professional experience of 13 years in the field of interior decoration and green development.	He is running his own business of real estate consultancy since 2008	He has a professional experience of around 15 years in the Secretarial field, as a Practicing Company Secretary
Terms & Conditions for Appointment/reappointment	As stated in the resolution set out in item No. 4 of the Notice	As stated in the resolution set out in item No. 5 of the Notice	As stated in the resolution set out in item No. 6 of the Notice	NA
Details of Remuneration sought to be paid	As stated in the resolution set out in item No. 4 of the Notice	As stated in the resolution set out in item No.5 of the Notice	As stated in the resolution set out in item No. 6 of the Notice	NA
Last Remuneration Drawn	72,00,000	48,00,000	NA	NA
Date of first appointment on the Board	27.05.2005	27.05.2005	08.12.2014	16.02.2011
No. of shares held in the Company	4030320 equity shares	1225000 equity shares	Nil	55800 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Sukhdev Singh, Managing director is spouse of Mrs. Salwinderjit Kaur, Whole Time Director of the Company	Mrs. Salwinderjit Kaur, Whole Time Director is spouse of Mr. Sukhdev Singh, Managing Director of the Company	Nil	Nil

Directorships held in other companies	AGI Hospitalities Limited AGI Cold Chain Private Limited	AGI Hospitalities Limited AGI Cold Chain Private Limited	Nil	1.SVENDUS CAPITAL LIMITED 2. Ransons Electronics Private Limited 3.Ransons Electronic Private Limited
Chairman/ Member of the Committee of the Board of Directors of our Company	Corporate Social Responsibility Committee:- Chairman Audit Committee: Member Stakeholder Relationship Committee: Member	Corporate Social Responsibility Committee:- Member	Audit Committee : Chairman Nomination and Remuneration Committee: Chairman Stakeholder Relationship Committee: Member	Nomination and Remuneration Committee:- Member
Committee position held in other listed companies	Nil	Nil	Nil	Nil

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: 29.08.2020