

AGI INFRA LIMITED
CIN: L45200PB2005PLC028466
Regd. Office: Jalandhar Heights, 66 FT Road, Village Pholriwal,
Near Urban Estate, Phase II, Jalandhar, Punjab, 144001.
Tel No.: 0181 – 2681 986; Fax No.: 0181 – 2681 886;
Website: www.agiinfra.com; Email: info@agiinfra.com

NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
AGI INFRA LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF AGI INFRA LIMITED WILL BE HELD ON NOVEMBER 03, 2020 AT 03:30 P.M., THROUGH VIDEO CONFERENCE ('VC')/OTHER AUDIO VISUAL MEANS ('OVAM') TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER AND PUBLIC CATEGORY:

*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: (a) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules issued thereunder including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014; (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“ICDR Regulations”**); (c) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and (d) in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs (**“MCA”**) and the Stock Exchange; the Listing Agreements entered into by the Company with the BSE Limited (**“BSE”** / **“Stock Exchange”**), the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the receipt of approvals, consents, permissions and / or sanctions, if any, from any other appropriate statutory / regulatory authorities and such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory / regulatory authorities while granting any such approvals, consents, permissions, and / or sanctions, or which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall be deemed to include any duly constituted Committee of the Board to exercise its powers including the powers conferred by the Resolutions), the approval of the Members of the Company is hereby accorded to create, issue, offer and allot on a preferential basis, up to 20,00,000 (Twenty Lakhs) Equity Share of face value of Rs. 10 (Rupees Ten) each (**“Subscription Shares”**), at an issue price of Rs. 53 (Rupees Fifty Three Only) each, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the ICDR Regulations and applicable law, to persons as mentioned in the below in table (hereinafter referred to as the **“Proposed Allotees”**) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name of the Proposed Allotees	No. of Equity Shares proposed to be allotted	Category	PAN	QIB
1	Sukhdev Singh	15,00,000	Promoter	AFRPS3124B	Non-QIB
2	Satindervir Singh Hans	2,00,000	Public	AAEPH8551P	Non-QIB
3	Ramesh Kumar	50,000	Public	AAWPK3427D	Non-QIB
4	Renu Bala	50,000	Public	AAMPB2853N	Non-QIB
5	Gaurav Gupta	70,000	Public	AFKPG6844B	Non-QIB
6	Shaveta Gupta	50,000	Public	AIRPG5683J	Non-QIB
7	Cherry Aggarwal	50,000	Public	AHBPA4775C	Non-QIB
8	Akshat Gupta	30,000	Public	AMSPG9023B	Non-QIB
	Total	20,00,000			

RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date” for the determination of the issue price is October 01, 2020.

RESOLVED FURTHER THAT the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Each Allottee shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
- b) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of each Allottee, respectively.
- c) The Subscription Shares to be allotted to the respective Allottees shall be locked-in for such period as prescribed under the ICDR Regulations.
- d) The Subscription Shares shall be allotted within a period of 15 (fifteen) days from the date when the Shareholders’ Resolution approving this issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- e) Allotment of the Subscription Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Subscription Shares to be created, offered, issued and allotted to the respective Allottees shall be listed on the Stock Exchange and shall rank pari passu with the existing equity shares of the Company bearing ISIN: INE976R01017, in all respects from the Date of Allotment thereof, and be subject to the requirements of all applicable laws (including with respect to any statutory lock-in) and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide, approve, vary, modify and alter the terms and conditions of the issue of the Subscription Shares, as it may, in its sole and absolute discretion, deem fit and expedient and to make an offer to the respective Allottees through Private Placement Offer Letters (in Form PAS-4 as

prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the Allottees be recorded in Form PAS-5 for the issue of invitation to subscribe to the Subscription Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) / Committee of Director(s) or any other Officer or Officers of the Company to give effect to the aforesaid resolution including to execute any document on behalf of the Company and to represent the Company before any appropriate authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the committee thereof be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to Government of India, SEBI, Stock Exchanges etc. and such other approvals, if require and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board of Directors

sd/-

Aarti Mahajan

Company Secretary

Date: October 01, 2020

Place: Jalandhar, Punjab

NOTES:

- 1) In view of the outbreak of the Covid-19 pandemic, and in compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 22/2020 dated June 15, 2020 issued by the Ministry of Corporate Affairs (referred to as the “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 issued by the Securities Exchange Board of India (‘SEBI’) (referred to as the “SEBI Circulars”) (collectively referred as the “Applicable Circulars”) the Company is holding the Meeting via video conference (‘VC’)/ Other Audio Visual Means(‘OAVM’) (“Electronic Means”) through NSDL. The facility for joining shall be kept open for 15 (fifteen) minutes prior to the scheduled time of the meeting and shall not be closed until the expiry of 15 minutes after the scheduled time.
- 2) In compliance with the provisions of the Companies Act, 2013, as amended (“Companies Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and the Applicable Circulars, the EGM of the Company is being held through Electronic Means, without the physical presence of the Members at a common venue.

In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

- 3) The Explanatory Statement under Section 102 of the Companies Act in respect of the Special Business is annexed herewith and forms part of the Notice.
- 4) This EGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on October 02, 2020
- 5) Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Since the EGM is being held electronically in compliance with Applicable Circulars, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the Proxy Form, Attendance Slip and Route Map have not been annexed with this Notice. Attendance of the Members participating in the EGM through Electronic Means shall be counted for the purpose of quorum under Section 103 of the Companies Act.
- 6) Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@agiinfra.com with a copy marked to evoting@nsdl.co.in from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- 7) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.agiinfra.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 9) To receive communications through electronic means, Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with M/s Bigshare Services Limited at shwetast@bigshareonline.com
- 10) Further, those members who have not registered their email addresses and in consequence could not be served Notice of EGM, may temporarily get themselves registered with M/s Bigshare Services Limited by sending email at shwetast@bigshareonline.com for receiving the same.
- 11) All documents referred to in the Notice and in the accompanying Explanatory Statement shall be provided to the Members on their request through e-mail sent to info@agiinfra.com from the date of circulation of this Notice up to the conclusion of the EGM and shall also be made available for inspection on the Company’s website at www.agiinfra.com.
- 12) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, October 27, 2020 being the cut-off date. Members are eligible to cast votes electronically only if they are holding shares as on that date.
- 13) In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., Tuesday, October 27, 2020, such person may obtain the user id and password from M/s Bigshare Services Limited by email at shwetastbigshareonline.com

- 14) In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- 15) Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- 16) Instructions for remote e-voting and joining the EGM are as follows:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday October 30, 2020 at 09:30 A.M. and ends on Monday November 02, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is 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.nsd.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.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*****.

<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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.
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.

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 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. 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.
7. Upon confirmation, the message “Vote cast successfully” will be displayed.
8. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
9. 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 cskarankhanna@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 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 to Pallvi Mhatre at evoting@nsdl.co.in

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
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@agiinfra.com
6. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at info@agiinfra.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. The results of the electronic voting shall be declared to the Stock Exchange, within 48 (forty-eight) hours of conclusion of EGM pursuant to Regulation 44 of the Listing Regulations.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.agiinfra.com and on the website of NSDL at www.evoting.nsdl.com and communicated to BSE Limited (BSE), where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

The following Statement sets out all material facts relating to the Special Business mentioned in the companying Notice:

ITEM NO. 1:

The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the working capital requirements, repayment of loans and for general corporate purposes.

Accordingly, the Board of Directors at their meeting held on October 01, 2020 has considered & approved to issue up to 20,00,000 (Twenty Lakhs) Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten) each ("Subscription Shares"), at an issue price of Rs. 53 (Rupees Fifty-Three Only) each, as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the ICDR Regulations.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Subscription Shares II on preferential basis. The relevant details and other material facts in connection thereto are provided hereunder:

1) The object / purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 20,00,000 (Twenty Lakhs) Equity Shares, the proceeds of which will be primarily used to meet the working capital requirements, repayment of loans and for general corporate purposes.

2) The total number of Equity Share or other securities to be issued:

The Board intends to offer, issue and allot up to 20,00,000 (Twenty Lakhs) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

3) Price of the Preferential Issue

The Company proposes to offer, issue and allot Subscription Shares at an issue price of Rs. 53/- (Rupees Fifty-Three) each (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the ICDR Regulations).

4) Basis on which the price of the Preferential Issue has been arrived at

Equity Shares of the Company are listed on the BSE Limited ("BSE") for more than 3 years. The Equity Shares are frequently traded and the share prices on BSE have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the ICDR Regulations.

The price per Subscription Share in relation to the Preferential Issue has been arrived at in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the ICDR Regulations, which shall not be less than the higher of the following:

- a) the average of the weekly high and low of the Volume Weighted Average Price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the Relevant Date; or
- b) the average of the weekly high and low of the Volume Weighted Average Price of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the Relevant Date.

5) Relevant date with reference to which the price has been arrived at:

The Relevant Date as per Regulation 161 of Chapter V of the ICDR Regulations for the determination of the said issue price for the Subscription Shares is October 01, 2020.

6) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no. 9 below.

7) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

Mr. Sukhdev Singh, is the Promoter & Director of the Company, will subscribe upto 15, 00,000 Subscription Shares. The other Promoter / Promoter Group of the Company will not subscribe any shares.

Other than as explained above, none of the Directors, Key Managerial Personnel or any of their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Subscription Shares nor do such persons intend to subscribe to the preferential issue of the Subscription Shares.

8) Proposed time for completion of the allotment:

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders' Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

9) The identity of the Proposed Allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:

Details of the Proposed Allottees:

Sr. No.	Proposed Allottees	Category	PAN	No. of Equity Share	Pre-Issue shareholding		Post-Issue shareholding	
					No. of Shares	%	No. of Shares	%
1	Sukhdev Singh	Promoter	AFRPS3124B	15,00,000	40,30,320	39.45%	55,30,320	45.27%
2	Satindervir Singh Hans	Public	AAEPH8551P	2,00,000	-	0.00%	2,00,000	1.64%
3	Ramesh Kumar	Public	AAWPK3427D	50,000	11,026	0.11%	61,026	0.50%
4	Renu Bala	Public	AAMPB2853N	50,000	34,006	0.33%	84,006	0.69%
5	Gaurav Gupta	Public	AFKPG6844B	70,000	10,102	0.10%	80,102	0.66%
6	Shaveta Gupta	Public	AIRPG5683J	50,000	5,000	0.05%	55,000	0.45%
7	Cherry Aggarwal	Public	AHBPA4775C	50,000	23,875	0.23%	73,875	0.60%
8	Akshat Gupta	Public	AMSPG9023B	30,000	5,395	0.05%	35,395	0.29%

10) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

11) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

12) Pre and Post Issue Shareholding pattern of the Company:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		Number of Shares held	%	Number of Shares held	%
A	Promoters' holding:				
1	Indian Promoters:				
	Individual	52,55,320	51.44%	67,55,320	55.30%
	Bodies Corporate	-	-	-	-
	Sub Total	52,55,320	51.44%	67,55,320	55.30%
2	Foreign Promoters	21,56,000	21.10%	21,56,000	17.65%
	Sub Total (A)	74,11,320	72.54%	89,11,320	72.94%
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Foreign Portfolio Investors	-	-	-	-
3	Non-Institution:				
	Bodies Corporate	10,43,348	10.21%	10,43,348	8.54%
	Directors and Relatives	55,800	0.55%	55,800	0.46%
	Indian Public	17,06,252	16.70%	22,06,252	18.06%
	Sub Total (B)	28,05,400	27.46%	33,05,400	27.06%
	Grand Total (A+B)	1,02,16,720	100.00%	1,22,16,720	100.00%

13) Identity of the Natural Persons who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottees – Not Applicable

14) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

Other than as described above, no contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects.

15) Certificate from Statutory Auditor:

A Certificate from M/s. H. S Makkar & Co, Chartered Accountants, the Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements under the ICDR Regulations shall be made available as on the day of the EGM on the website of the Company at www.agiinfra.com.

16) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Allottees in the Company, if any, shall be locked-in from the Relevant Date upto the period of 6 months from the date of Trading Approval.

17) Other disclosures

- a) The proposed Allottees have not sold or transferred any equity shares of the Company during the 6 (six) months preceding the Relevant Date;
- b) Report of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Subscription Shares;
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.

18) Undertakings

- a) Neither the Company nor any of its Promoters or Directors is a wilful defaulter;
- b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations;
- c) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the Relevant Date, the provisions of Regulation 164(3) of the ICDR Regulations governing re-computation of the price of shares, shall not be applicable;
- d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category in terms of the provisions of ICDR Regulations where it is required to do so;
- e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment to Promoter & Public Category shall continue to be locked-in till the time such amount is paid by them;
- f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations and circulars and notifications issued by the SEBI thereunder.

The consent of the Members is sought for the issue of Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.1 of the accompanying Notice.

Except Mr. Sukhdev Singh and his relatives, none of the Directors, Manager, Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions.

By Order of the Board of Directors

Date: October 01, 2020
Place: Jalandhar, Punjab

Sd/-
Aarti Mahajan
Company Secretary