



**AGI Infra Limited**  
**CIN: L45200PB2005PLC028466**  
**Registered Office: SCO 1-5, Urbana, Jalandhar Heights-II,**  
**Jalandhar, Punjab-144022, Tel:0181- 2986844, 2921991**  
**E-mail:info@agiinfra.com | Website: www.agiinfra.com**

## **NOTICE TO MEMBERS**

To  
**The Members of AGI Infra Limited**

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the members of **AGI Infra Limited** will be held on Thursday, May 9, 2024 at 3:30 P.M. at the registered office of the Company at S.C.O 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022 to consider and transact the following businesses:

### **SPECIAL BUSINESSES:**

#### **ITEM No. 1**

#### **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. MOHIT SALUJA AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohit Saluja (DIN: 08054204), who was appointed as an Additional Director ( Non-Executive Independent Director) of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from February 14, 2024 pursuant to Section 161 of the Act and who meets the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted declaration to that effect and who holds office up to the next General Meeting or three months, whichever is earlier, and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of five years w.e.f. February 14, 2024 to February 13, 2029, not liable to retire by rotation”

#### **ITEM No. 2**

#### **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. AMRIK SINGH CHAWLA AS NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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



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**“RESOLVED THAT** in accordance with the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Amrik Singh Chawla (DIN: 01354450), who was appointed as an Additional Director ( Non-Executive Independent Director) of the Company by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board of Directors with effect from 14th February, 2024 pursuant to Section 161 of the Act and who meets the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted declaration to that effect and who holds office up to the next General Meeting or three months, whichever is earlier, and in respect of whom the Company has, pursuant to Section 160 of the Act, received a notice from a Member in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a period of five years w.e.f. February 14, 2024 to February 13, 2029, not liable to retire by rotation”

**Item No. 3**

**APPROVAL OF RELATED PARTY TRANSACTIONS WITH AGI INFRA FOUNDATION**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the related party transactions to be entered with M/s. AGI Infra Foundation, being related party to the Company, in connection with lease of property of the Company on such terms as may be mutually agreed upon with the Company and M/s AGI Infra Foundation not exceeding Rs. 60,000/- (Rupees Sixty Thousand only) per annum for 30 years to carry out non- profit activities thereon.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with M/s. AGI Infra Foundation and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company”.



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**Notes**

1. An explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special businesses is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such proxy need not be a member of the company. A person can act as proxy on behalf of not exceeding 50 members and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of Proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice.
4. Corporate members intending to send their authorized representatives to attend the EGM are requested to send a duly certified copy or the board resolution authorizing their representatives to attend and vote on their behalf at the EGM.
5. The details of the directors seeking appointment/re-appointment as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as "Annexure 1". The Board of Directors has recommended all the proposed appointments/re-appointments of the Directors.
6. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy or the Notice to attend the Meeting.
7. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
8. The Notice of the EGM, details and instructions for e-voting is uploaded on the Company's website [www.agiinfra.com](http://www.agiinfra.com) and *may* be accessed by the members. The physical copies of the aforesaid documents, and other statutory registers will also be available at the Company's registered office for inspection during normal business hours (except Saturday, Sunday **and** National Holidays) from 11:00A.M. to 04:00 P.M from the date hereof upto the date of the EGM. Copies of the Notice of the EGM, details and instructions for e-voting are being sent by electronic mode to the members whose email addresses are registered with the Company /Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, the May 2, 2024 only shall be entitled to avail the remote a-voting facility as well as voting in the EGM.
10. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut- off date i.e. Thursday, May 02, 2024 may obtain the User id and password by either sending an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or calling on Toll Free No. 18-00-222-990. If the member is already registered with NSDL e-



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voting platform, then he can use his existing User id and password for casting the vote through remote e-voting.

11. The members are requested to intimate to the Company, queries, if *any*, at least 7 days before the date of the meeting to enable the management to keep tile required information available at the meeting.
12. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company/ Depository Participant(s) for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.
13. The Company has appointed CS Madan Lal Arora of M/s M.L Arora & Associates, Practicing Company Secretaries as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
14. The route map showing directions to reach the venue of the EGM is annexed and Forms part of the Notice.

**Procedure for remote E-Voting for AGM**

1. The e-voting period commences on Monday, May 06, 2024 at 9:00 A.M (IST) and ends on Wednesday May 08, 2024 at 5:00 P.M (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of Thursday, May 02, 2024 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Thursday, May 02, 2024.
3. The Scrutinizer, after scrutinizing the votes cast at the EGM & through e-voting, will not later than 48 hours from the conclusion of the EGM, make a consolidated scrutinizer's report and submit the same to the Chairperson/Managing Director or a person authorized by him in writing. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company-www.agiinfra.com and on the website of NSDL. The results shall be simultaneously communicated to the BSE Limited.
4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on Thursday May 09, 2024.
5. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

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

The remote e-voting period begins on Monday, May 06, 2024 at 9:00 A.M (IST) and ends on Wednesday May 08, 2024 at 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e .Thursday, May 02, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the



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paid-up equity share capital of the Company as on the cut-off date, being Thursday, May 02, 2024.

### **Process to cast votes through remote e-Voting**

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

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>



	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  <b>App Store</b>      <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL</p>



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their depository participants	Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****.



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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. Password details for shareholders other than Individual shareholders 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'.

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.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.





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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for members**

1. Institutional members (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 mlaroracs2005@yahoo.com with a copy marked to evoting@nsdl.co.in Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager- NSDL 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 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.



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2. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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Website:[www.agiinfra.com](http://www.agiinfra.com)

**By Order of the Board of Directors**

Sd/-  
Sukhdev Singh Khinda  
Managing Director  
DIN:01202727

**Date:12.04.2024**

**Place:Jalandhar**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM No. 1**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company, the Board of Directors at its meeting held on February 14, 2024, appointed Mr. Mohit Saluja (DIN: 08054204) as an Additional Director in the capacity of Non- Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years from February 14, 2024 to February 13, 2029, not liable to retire by rotation and subject to the approval of the shareholders through an ordinary resolution.

Mr. Mohit Saluja (DIN: 08054204) is a Practicing Company Secretary and having post qualification experience of more than 14 years in the field of corporate laws, Foreign Exchange Regulation Act, SEBI Act and its regulations. He is also Post Graduate (M.Com) in the field of Accounts and Finance from Guru Nanak Dev University, Amritsar, Punjab. He is also a Law Graduate (LLB) from Guru Nanak Dev University, Amritsar, Punjab. He is also a Certified CSR Professional. He had worked with Private Limited companies, Section 8 companies, Foreign Subsidiary companies, Societies and Unlisted Public Companies. He provides consultancy to many companies. In his career, he has handled many critical tasks such as Private Placements, Right Issues, Buyback of securities, Bonus Issues, Secretarial Audits, Due Diligence, Incorporation, Striking off and Corporate Governance. His knowledge and experience in the legal and compliance field helps the company in a significant way.



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**Jalandhar, Punjab-144022, Tel:0181- 2986844, 2921991**

**E-mail:info@agiinfra.com | Website: www.agiinfra.com**

In the opinion of the Board, Mr. Mohit Saluja (DIN: 08054204) is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company. Mr. Mohit Saluja (DIN: 08054204) meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In the opinion of the Board, Mr. Mohit Saluja (DIN: 08054204) is independent of the management. The Nomination and Remuneration Committee and the Board are of the view that Mr. Mohit Saluja (DIN: 08054204) possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to appoint him as an independent director.

In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Mohit Saluja (DIN: 08054204) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Mohit Saluja (DIN: 08054204) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to Regulations 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of an Ordinary resolution. Mr. Mohit Saluja (DIN: 08054204) has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

Mr. Mohit Saluja (DIN: 08054204) shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof.

In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.1 of the Notice seeks the approval of the Members for the appointment of Mr. Mohit Saluja (DIN: 08054204) as a Non-Executive Independent Director of the Company not liable to retire by rotation w.e.f. February 14 , 2024 to February 13, 2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the Item No.1 of this Notice for the approval of the Members as an Ordinary Resolution.

**ITEM No. 2**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and



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Remuneration Committee (“NRC”) of the Company, the Board of Directors at its meeting held on February 14, 2024, appointed Mr. Amrik Singh Chawla (DIN: 01354450) as an Additional Director in the capacity of Non- Executive Independent Director on the Board of the Company for a term of 5 (five) consecutive years from February 14, 2024 to February 13, 2029, not liable to retire by rotation and subject to the approval of the shareholders through ordinary resolution.

Mr. Amrik Singh Chawla has done LLB from Guru Nanak Dev University, Amritsar, Punjab. He has done B.Sc in Civil Engineering from Panjab University, Chandigarh. He has also done Diploma in Civil Engineering (Soil Mechanics) from Panjab University, Chandigarh in 2000. He has experience of more than 22 years in Civil Engineering works and checking of the soil strength of various construction projects. Being registered advocate of Bar Council of Punjab and Haryana and Member of District Bar Association, Jalandhar he has also the experience of legal profession.

In the opinion of the Board, Mr. Amrik Singh Chawla (DIN: 01354450) is a person of integrity and his appointment as an Independent Director of the Company would be in the best interest of the Company. Mr. Amrik Singh Chawla (DIN: 01354450) meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). In the opinion of the Board, Mr. Amrik Singh Chawla (DIN: 01354450) is independent of the management. The Nomination and Remuneration Committee and the Board are of the view that Mr. Amrik Singh Chawla (DIN: 01354450) possesses the requisite skills and capabilities, which would be of benefit to the Company, and hence, it is desirable to appoint him as an independent director.

In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Amrik Singh Chawla (DIN: 01354450) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Amrik Singh Chawla (DIN: 01354450) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Pursuant to Regulations 17 and Regulation 25 of the SEBI LODR Regulations, the appointment of an independent director shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier by way of as an Ordinary resolution. Pursuant to Section 160(1) of the Act. Mr. Amrik Singh Chawla (DIN: 01354450) has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

Mr. Amrik Singh Chawla (DIN: 01354450) shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof.



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In compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under, Schedule IV to the Act, Regulation 17 of the SEBI LODR Regulations and other applicable provisions of the Act and SEBI LODR Regulations, the resolution proposed at Item No.2 of the Notice seeks the approval of the Members for the appointment of Mr. Amrik Singh Chawla (DIN: 01354450) as a Non-Executive Independent Director of the Company not liable to retire by rotation w.e.f. February 14 , 2024 to February 13, 2029.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the Item No.2 of this Notice for the approval of the Members as an Ordinary Resolution

**ITEM No. 3**

On recommendation of CSR Committee, the Board of Directors in their meeting held on September 2, 2023, has decided to open a School for under privileged children under the long term project under CSR. Further, the Board of Directors had decided in their meeting held on 12.04.2024 to lease a land measuring 60 Marla situated in the Project “Urban Township” at Village Pholriwal, Jalandhar, Punjab to M/s AGI Infra Foundation for construction of school building for under privileged children for a period of 30 years based upon the re-commendation of audit committee in its meeting held on 12.04.2024

The details pertaining to the Material Related Party Transactions for which the approval of the Shareholders is sought are given below:

<b>Name of the Related Party.</b>	<b>Name of the Director / KMP who is related / Common.</b>	<b>Nature of Relationship.</b>	<b>Nature, material terms, monetary value and particulars of the contract or arrangement.</b>
AGI Infra Foundation	Mr. Sukhdev Singh Khinda (Managing Director) and Mr.Salwinderjit Kaur (Whole Time Director	Mr. Sukhdev Singh Khinda and Mr.Salwinderjit Kaur are directors in AGI Infra Foundation	Lease of Property for Rs. 60,000/- Per Annum for 30 Years

Since the transaction is a related party transaction, the approval of members is required for the above Item No.3 by passing it as Ordinary Resolution.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

(Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)

<b>NAME OF DIRECTOR</b>	<b>Mohit Saluja</b>	<b>Amrik Singh Chawla</b>
<b>DIN</b>	08054204	01354450
<b>Date of Birth /Age</b>	10.08.1985	02.09.1957
<b>Nationality</b>	Indian	Indian
<b>Category</b>	Non- Executive Independent Director	Non- Executive Independent Director
<b>Qualifications</b>	He is also Post Graduate (M.Com) in the field of Accounts and Finance from Guru Nanak	Mr. Amrik Singh Chawla has done LLB from Guru Nanak Dev University, Amritsar, Punjab. He



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	Dev University, Amritsar, Punjab. He is also a Law Graduate (LLB) from Guru Nanak Dev University, Amritsar, Punjab. He is also a Certified CSR Professional.	has done B.Sc in Civil Engineering from Panjab University, Chandigarh. He has also done Diploma in Civil Engineering (Soil Mechanics) from Panjab University, Chandigarh in 2000
<b>Effective Date of Appointment /Re-appointment on the Board</b>	February 14, 2024	February 14, 2024
<b>Nature of expertise in specific General/ Functional area</b>	Mr. Mohit Saluja (DIN: 08054204) is a Practicing Company Secretary and having post qualification experience of more than 14 years in the field of corporate laws, Foreign Exchange Regulation Act, SEBI Act and its regulations. He is also Post Graduate (M.Com) in the field of Accounts and Finance from Guru Nanak Dev University, Amritsar, Punjab. He is also a Law Graduate (LLB) from Guru Nanak Dev University, Amritsar, Punjab. He is also a Certified CSR Professional. He had worked with Private Limited companies, Section 8 companies, Foreign Subsidiary companies, Societies and Unlisted Public Companies. He provides consultancy to many companies. In his career, he has handled many critical tasks such as Private Placements, Right Issues, Buyback of securities, Bonus Issues, Secretarial Audits, Due Diligence, Incorporation, Striking off and Corporate Governance. His knowledge and experience in the legal and compliance field helps the company in a significant way.	Mr. Amrik Singh Chawla has done LLB from Guru Nanak Dev University, Amritsar, Punjab. He has done B.Sc in Civil Engineering from Panjab University, Chandigarh. He has also done Diploma in Civil Engineering (Soil Mechanics) from Panjab University, Chandigarh in 2000. He has experience of more than 22 years in Civil Engineering works and checking of the soil strength of various construction projects. Being registered advocate of Bar Council of Punjab and Haryana and Member of District Bar Association, Jalandhar he has also the experience of legal profession.
<b>The skills and capabilities of Independent Director and its fulfilment</b>	Please refer to the Explanatory Statement forming part of Notice of EGM	Please refer to the Explanatory Statement forming part of Notice of EGM
<b>Terms and conditions of appointment or reappointment</b>	Appointed as an Independent Director of the Company for a term of five consecutive years i.e. from February 14, 2024 to	Appointed as an Independent Director of the Company for a term of five consecutive years i.e. from February 14, 2024 to





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	February 13, 2029, and shall not be liable to retire by rotation.	February 13, 2029, and shall not be liable to retire by rotation.
<b>Remuneration sought to be paid</b>	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.	The Company shall pay the sitting fees for attending the Board and Committee Meetings as determined by the Board and within the permissible limits.
<b>Shareholding in the Company</b>	Nil	14205 Equity Shares
<b>Number of Board Meetings attended during the financial year 2023-24</b>	2 out of 2	2 out of 2
<b>List of other Companies in which Directorship is held</b>	NA	Payal Hotels Private Limited
<b>Membership/Chairmanship in the Committees of other Public Company and Listed Company</b>	NA	NA
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None	None
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil	Nil

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**By Order of the Board of Directors**  
Sd/-  
Sukhdev Singh Khinda  
Managing Director  
DIN:01202727

**Date:12.04.2024**  
**Place:Jalandhar**



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**ATTENDANCE SLIP**  
**EXTRA ORDINARY GENERAL MEETING (EGM)–MAY 9, 2024 AT 3:30 P.M**

DP ID		Name and Address of the registered shareholder
Client ID/Regd. Folio No.		
No. of Shares		

I certify that I am shareholder/ proxy for the shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting (EGM) of the Company being held on Thursday, **May 09, 2024** at **3.30 P.M** at S.C.O 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022

.....  
Signature of Member/Proxy

**Note:** Please complete this and hand it over at the entrance.



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**Form No- MGT-11**  
**(PROXY FORM)**

{Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014}

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**CIN: L45200PB2005PLC028466**

Name of the member (s): .....  
Registered Address: .....  
E-mail Id: ..... Folio No. /Client Id: .....DPID.....

I/We, being the member(s) holding .....shares of the above named Company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting (EGM) of the Company, to be held on the **Thursday, May 9, 2024** at 3.30 P. M at S.C.O 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022 in respect of such resolutions as are indicated below:

**Resolution No.**

1.	2.	3.
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Signed this .....day of .....2024

Signature of Shareholder

Signature of Proxy holder



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**Route Map of Venue of Extra Ordinary General Meeting (EGM): S.C.O 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022**

