AGI INFRA LIMITED



10th ANNUAL REPORT 2014-2015

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CORPORATE INFORMATION

REGISTERED OFFICE:	Jalandhar Heights,66FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001
CORPORATE OFFICE:	Jalandhar Heights,66FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001
BOARD OF DIRECTORS:	S. Sukhdev Singh(Managing Director) Mrs.Salwinderjit Kaur(Whole-Time Director) Mr.Anuj Rai Bansal (Non-Executive Director) Mr. Atul Mehta(Non-Executive Independent Director) Mr.Manjit Singh (Non-Executive Independent Director)
COMPANY SECREATARY & COMPLIANCE OFFICER	Ms. Neelu Kapoor
AUDITORS	M/S R.S.Kalra & Associates Chartered Accountants 32-R, Model Town, Jalandhar
BANKERS	Punjab National Bank Oriental Bank of Commerce HDFC Bank Limited
SHARE TRANSFER AGENT	**Bigshare Services Private Limited** E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072 Maharastra,(India)
CIN	U45200PB2005PTC28466
EMAIL ID	info@agiinfra.com
WEBSITE	www.agiinfra.com

Notice

Notice is hereby given that the **10th Annual General Meeting** of the members of AGI Infra Limited will be held on Monday 28th September, 2015 at 2.30 P.M. at the Registered Office of the Company at Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar-144001 **to** transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, including the Audited Balance Sheet as at March, 31 2015, the Statement of Profit and Loss for the year ended on the date and the Report of the Board of Directors ("Board") and Auditors thereon.

2. To appoint a Director in place of S.Sukhdev Singh (DIN 01202727), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint R.S. Kalra & Associates, Chartered Accountants (Registration No. 007744N) as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next AGM and to fix their remuneration.

4. To declare dividend if any.

SPECIAL BUSINESS:

5. Re-appointment and Increase in Remuneration of S.Sukhdev Singh as Managing Director of the Company.

To Consider and if thought fit to ratify and pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 196,197,203 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said act, and subject to other approvals as are necessary S.Sukhdev Singh (DIN No. -01202727) be and is hereby re-appointed as Managing Director of the Company for a period of Five years From 01.04.2015 to 31.03.2020 on the remuneration & terms as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT, pursuant to the Section 197 and other applicable provisions , if any, of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act,2013, S. Sukhdev Singh(DIN No. -01202727) Managing Director be and is hereby paid a remuneration of Rs. 48 Lacs per annum as approved by the Remuneration Committee in its meeting dated 05.04.2015 for the period of three years w.e.f. April 01, 2015 to March 31,2018 excluding other benefits, allowances, perquisites.

RESOLVED FURTHER THAT for the purpose of giving effect to the payment of remuneration, Company Secretary of the Company be and is hereby authorized on behalf of the company to do all such acts, deeds ,things and matters as may be deemed expedient or desired to give effect to the above said resolution."

Your Director recommended that the said resolution may be passed as a Special Resolution.

6. Re-appointment and Increase in Remuneration of Mrs. Salwinderjit Kaur as Whole time Director of the Company.

To Consider and if thought fit to ratify and pass with or without modification the following resolution as **a Special Resolution:**

RESOLVED THAT pursuant to Section 196,197,203 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said act, and subject to other approvals as are necessary Mrs. Salwinderjit Kaur (DIN No. -00798804) be and is hereby re-appointed as Whole time Director of the Company for a period of Five years from 01.04.2015 to 31.03.2020 on the remuneration & terms as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT, pursuant to the Section 197 and other applicable provision, if any, of the Companies Act, 2013 read with Part II of Schedule V of the Companies Act,2013, Mrs. Salwinderjit Kaur(DIN No.-00798804) Whole Time Director be and is hereby paid a remuneration of Rs. 36 Lacs per annum as approved by the Remuneration Committee in its meeting dated 05.04.2015 for the period of three years w.e.f. April 01, 2015 to March 31,2018 excluding other benefits, allowances, perquisites.

RESOLVED FURTHER THAT for the purpose of giving effect to the payment of remuneration, The Company Secretary of the Company be and is hereby authorized on behalf of the company to do all such acts, deeds, things and matters as may be deemed expedient or desired to give effect to the above said resolution.

Your Director recommended that the said resolution may be passed as a Special Resolution.

7. Appointment of Mr. Atul Mehta as Independent Director of the Company.

To Consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to Section 149,152,Schedule IV and other applicable provision of the Companies Act, 2013 and the Rules made there under and Listing Agreement (BSE SME), Mr. Atul Mehta(DIN No. 00225620), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 8th , 2014, pursuant to the provision of sub section (1) of section 161 of the Companies Act, 2013 and who holds office till the date of the AGM, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Atul Mehta as candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 28th September,2015, not liable to retire by rotation.

8. Appointment of Mr. Manjit Singh as Independent Director of the Company.

To Consider and if thought fit to pass with or without modification the following resolution as **an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 149,152,Schedule IV and other applicable provision of the Companies Act, 2013 and the Rules made there under, Mr. Manjit Singh (DIN No. 07037656), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 8th ,2014 pursuant to the provision of sub section (1) of section 161 of the Companies Act, 2013 and who holds office till the date of the AGM , in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Manit Singh as candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up of five years with effect from 28th September,2015, not liable to retire by rotation.

By Order of the Board

Place -Jalandhar
Date-02.09.2015

Neelu Kapoor
Company Secretary
Membership No.-22194

Address:-
230,Shaheed Babu
Labh Singh Nagar,Gulab
Devi Road,Jalandhar

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 5 & 6 of the accompanying Notice, as required by Clause 52 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.

3. ***A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.***

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. The Notice of AGM along with the Annual Report 2014-2015 is physically sent to all members at the address registered with the Company/ Depositories.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday,22nd September ,2015 to Monday,28th September,2015.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. All Members are requested to Intimatie immediately any change in their address to Company's Registrar and Share Transfer Agent

Bigshare Services Private Limited
E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East), Mumbai 400072
Board No:022 40430200, Fax No. :022 28475207
Email: investor@bigshareonline.com, Website: www.bigshareonline.com

- Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company.
- Quote their Folio No. / Client ID No. in their correspondence with the Registar and Share Transfer Agent.
- Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
- Intimate Registrar and Share Transfer Agent M/s Bigshare Services Private Limited for consolidation of folios, in case having more than one folio
- Bring their copies of annual report and attendance slip with them at the meeting.

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Bigshare Services Private Limited, to provide efficient and better service to the Members. Members holding share in physical form are requested to advice such changes to the Company's Registrar and transfer agents, M/s Bigshare Services Private Limited.

11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Bigshare Services Private Limited.

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

Item -5

The Members are being informed that S. Sukhdev Singh (DIN No. -01202727) was appointed as Managing Director of the Company for the period of 5 years w.e.f. 01.04.2015 to 31.3.2020 at the Board Meeting held on 06.04.2015 which is being ratified in this AGM.

The Board of the Directors of the Company considered the nature of the services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 05.04.2015 considered the revision in remuneration payable to Mr. Sukhdev Singh (DIN No.-01202727) Managing Director from the existing annual remuneration of Rs. 36 Lacs to 48 Lacs P.A. payable for further period of three years (i.e., from 01.04.2015 to 31.03.2018)

Statement as required under Part-II of Section II of Schedule V to the Companies Act,2013:

1. General Information			
(1) Nature of Industry:	Construction and Development of Real Estate.		
(2) Date of 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 27.05.2005,and later on it was converted to public l imited company on 16/02/2011.		
(3) In case of new companies expected date of commercial production	N.A.		
(4) Financial Performance based on given indicator	Particulars	FY 14-15	FY 13-14
	Gross Income	1029.99	842.45
	Profit Before Interest and Depreciation	1029.99	842.45
	Finance Charges	458.74	354.27
	Gross Profit	571.25	488.18
	Provision for Depreciation	152.89	79.47
	Net Profit Before Tax	418.36	408.71
	Provision for Tax	134.76	128.16
	Net Profit After Tax	283.59	280.55
(5) Foreign Investment, if any	N.A.		

The explanatory statement may also be regarded as an abstract of Memorandum under Section 190 of the Companies Act, 2013 (and disclosure under Clause 52 of the Listing Agreement).

Pursuant to Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, approval of members is required by way of Special Resolution for payment of aforesaid remuneration to S. Sukhdev Singh (DIN No. 01202727) Managing Director of the Company.

Your Director recommend that the said resolution for your approval.

Save and except S. Sukhdev Singh and Mrs. Salwinderjit Kaur being his wife none of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the above resolution set out in the Notice except to the extend their shareholding.

Information of the appointee:

(1) Background details.

He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India. Mr. Singh began his professional career at the age of 21 as a Senior Assistant in the Punjab Financial Corporation, Chandigarh. After gaining experience, he resigned from this service in the year 2000 and started his own construction business under the name “Aay Jay Builders”. He is our Company's Founder Director. He has an in depth knowledge and acumen of the Construction Industry. He was also nominated for “Best Emerging Enterprise” by JMA (Jalandhar Management Association) in 2014.

(2) Past Remuneration

The Shareholders in their meeting held on 29.06.2013 approved an annual remuneration of Rs. 36 Lacs p.a. with effect from 01.04.2013.

(3) Job Profile and his suitability

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

(4) Remuneration Proposed

The Nomination and Remuneration committee in its meeting held on April 05, 2015 proposed a Remuneration of Rs. 48 Lacs for a period of 3 years with effect from April 01, 2015 and the same was approved by Board on its meeting held on April 06,2015 subject to the approval of members by ratifying and passing Special Resolution in the ensuring 10th Annual General Meeting.

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

The Indicative range for this role, based on the study conducted by the Company is Rs. 1Crore p.a.to 2 Crores p.a. which includes annual cash and bonus as applicable. Considering the current position of the Company, the Board has deemed it fit to approve an annual remuneration of Rs. 48 Lacs, excluding perquisites mentioned in Schedule V of the Companies Act, 2013.

(6) Pecuniary relationship

There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel except with Mrs. Salwinderjit Kaur, his wife and co-promoter of AGI Infra Limited. In addition S. Sukhdev Singh holds 4030320 equity shares constituting 39.45% of the paid up capital of the Company.

Mrs.Salwinderjit Kaur holds 1225000 equity shares constituting 11.99% of the paid up capital of the Company.

Other Information

(1) Reason for loss or inadequate profits

The Actual work done in the form of inventory has been increased from 9587.599 Lacs to 11,066.50 Lacs during the F.Y. 2014-2015, but the Actual profit did not increase in such a proportion as the projects are still under completion and also provision for depreciation in the current year increased substantially as compared to the last year..

For the year ending 31st March, 2015 the Company reported profit of Rs. 283.59 lacs and the total remuneration payable to all the Managerial personal cannot exceed Rs. 42 Lacs per annum as per Part-II of Schedule V of the Companies Act, 2013; this limit can be doubled if the shareholders pass a special resolution in the ensuing Annual General Meeting. Nomination and Remuneration Committee has been authorized to review and fix monthly salary and also to determine performance linked incentives including commission, either on quarterly, half yearly or yearly basis considering the maximum remuneration payable under Section 197 read with Schedule V of the Companies Act, 2013. The Nomination and Remuneration Committee thus met on 05.04.2015 and passed a resolution approving the proposed salary payable.

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

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

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

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

Item -6

The members are being informed that Mrs. Salwinderjit Kaur (DIN No. -00798804)was appointed as Whole time Director of the Company for the period of 5 years w.e.f. 01.04.2015 to 31.3.2020 at the Board Meeting held on 06.04.2015 which is being ratified in this AGM.

The Board of the Directors of the Company considered the nature of the services and on the recommendation and resolution passed by Nomination and Remuneration Committee at its meeting held on 05.04.2015 considered the revision in remuneration payable to Mrs.Salwinderjit Kaur (DIN No.-00798804) Whole time Director of the Company from the existing annual remuneration of Rs. 24 Lacs to 36 Lacs payable for further period of three years (i.e., from 01.04.2015 to 31.03.2018)

Statement as required under Part-II of Section II of Schedule V to the Companies Act, 2013 has been given above:-

The explanatory statement may also be regarded as an abstract of Memorandum under Section 190 of the Companies Act, 2013 (corresponding Section 302 of the Companies Act, 1956)(and disclosure under Clause 52 of the Listing Agreement.

Pursuant to Section 297 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, approval of member is required by way of Special Resolution for payment of aforesaid remuneration to Mrs. Salwinderjit Kaur (DIN No. 00798804) Whole time Director of the Company.

Your Director recommend that the said resolution for your approval.

Save and except Mrs. Salwinderjit Kaur and S. Sukhdev Singh being her husband none of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the above resolution set out in the Notice except to the extend their shareholding.

Information of the appointee:

(1) Background details.

She holds a Bachelor's degree in Arts from Punjab University. She has a professional experience of 8 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.

(1) Past Remuneration

The Shareholder in its meeting held on 29.06.2013 approved an annual remuneration of RS. 24 Lacs with effect from 01.04.2013.

(2) Job Profile and his suitability

With 8 year of business experience she has an in depth knowledge of the construction business. Her keen area of functioning is interior decoration and green development. Her constant efforts and support helps the business of the company and it is progressing by leaps and bounds.

(4) Remuneration Proposed

The Nomination and Remuneration committee in its meeting held on April 05, 2015 proposed an Remuneration of Rs. 36 Lacs p.a. for a period of 3 years from April 01, 2015 and the same was approved by Board on its meeting held on April 06,2015 subject to the approval of members by ratifying and passing Special Resolution in the ensuring 10th Annual General Meeting.

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

The Indicative range for this role, based on the study conducted by the Company is Rs.24.00 Lacs p.a. to Rs.50.00 Lacs p.a. which includes annual cash and bonus as applicable. Considering the current position of the Company, the Board has deemed it fit to approve a annual remuneration of Rs. 36 Lacs, excluding perquisites mentioned in Schedule V of the Companies Act, 2013.

(6) Pecuniary relationship

There is no pecuniary relationship either directly or indirectly with the Company, or relationship with the managerial personnel except with S. Sukhdev Singh, her husband and co-promoter of AGI Infra Limited. In addition Mrs. Salwinderjit Kaur holds 1225000 Company equity shares constituting 11.99% of the paid up capital of the Company and S. Sukhdev Singh holds 4030320 equity shares constituting 39.45% of the paid up capital of the company.

Other Information

(1) Reason for loss or inadequate profits

The Actual work done in the form of inventory has been increased from 9587.599 Lacs to 11,066.50 Lacs during the F.Y. 2014-2015, but the Actual profit did not increase in such a proportion as the projects are still under completion and also provision for depreciation in the current year increased substantially as compared to the last year..

For the year ending 31st March, 2015 the Company reported profit of Rs. 283.59 lacs and the total remuneration payable to all the Managerial personal cannot exceed Rs. 42 Lacs per annum as per Part-II of Schedule V of the Companies Act, 2013; this limit can be doubled if the shareholders pass a special resolution in the ensuring Annual General Meeting. Nomination and Remuneration Committee has been authorized to review and fix monthly salary and also to determine performance linked incentives including commission, either on quarterly, half yearly or yearly basis considering the maximum remuneration payable under Section 197 read with Schedule V of the Companies Act, 2013. The Nomination and Remuneration Committee thus met on 05.04.2015 and passed a resolution approving the proposed salary payable.

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

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

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

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

Item -7

The Board of Directors of the Company had appointed Mr. Atul Mehta as an Additional Director of the Company with effect from December 8th,2014. In Accordance with the provisions of section 161 of the Companies Act, 2013, Mr. Atul Mehta shall hold office up to the forthcoming Annual General Meeting and is eligible to be appointed as a Non-Executive Independent Director for a term of 5 years. The Company has received under section 160 of the Companies Act, 2013 from members signifying his candidature as Independent Directors of the Company. Brief Profile of Mr. Atul Mehta is as follows:

He holds a Bachelor's degree in Commerce from DAV College in Jalandhar, a Post Graduate Diploma in Marketing Management from GND University in Amritsar and a Post Graduate Diploma in Export Management from the Indian Institute of Foreign Trade, New Delhi. In 1989, he began his professional career at IA Switchgear as a Marketing Executive and resigned from the Company as a Marketing Manager after having worked for ten years. In 2001, Mr. Mehta started his own business venture of export trading in Handicrafts and Knitted Garments and also ran and managed his own restaurant in Ludhiana from 2004-2008. Currently he has been running his own business of Real Estate Consultancy since 2008.

- Directorship in other companies

Mr. Atul Mehta does not hold directorship in any other Company

The Company has received a declaration of independence from Mr. Atul Mehta. In the opinion of the Board Mr. Atul Mehta fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement, for appointment as an Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out the terms and conditions of appointment of independent is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Atul Mehta, is concerned or interest (financially or otherwise) in this Resolution.

Item 8

The Board of Directors of the Company had appointed Mr. Manjit Singh as an Additional Director of the Company with effect from December 8th,2014. In Accordance with the provisions of section 161 of the Companies Act, 2013, Mr. Manjit Singh shall hold office up to the forthcoming Annual General Meeting and is eligible to be appointed as an Non-Executive Independent Director for a term of 5 years. The Company has received under section 160 of the Companies Act, 2013 from members signifying his candidature as Independent Directors of the Company. Brief Profile of Mr. Manjit Singh is as follows:

He holds a Master's degree in Regional Planning from IIT, Khargar. He joined the department of Town and Country Planning as a District Town Planner. He was soon promoted to the post of Chief Coordinating Officer in the same department. After serving the Company for about 28 years, he retired from the service in 2010. At present he is actively engaged in providing assistance and Real Estate Consultancy services in Punjab.

- Directorship in other companies

Mr. Manjit Singh does not hold directorship in any other Company.

The Company has received a declaration of independence from Mr. Manjit Singh. In the opinon of the Board Mr. Manjit Singh fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement, for appointment as an Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out the terms and conditions of appointment of independent is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Manjit Singh, is concerned or interest (financially or otherwise) in this Resolution.

By Order of the Board

Place -Jalandhar
Date-02.09.2015

Neelu Kapoor
Company Secretary
Membership No.-22194

Address:-
230,Shaheed Babu
Labh Singh Nagar,
Gulab Devi Road, Jalandhar

ANNEXURE TO ITEMS 2 OF THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 52 OF THE LISTING AGREEMENT (SME)WITH BSE LTD. STOCK EXCHANGE.

S.Sukhdev Singh aged 54 years is the Managing Director of the Company. He has been Director in our Company Since incorporation. He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India. He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India.

Information required to be furnished under the provision of the Companies Act, 2013 and the Listing Agreement (BSE SME) in respect of the Directors soughed to be appointed.

Name of the Director	S. Sukhdev Singh
Director Identification Number (DIN)	01202727
Date of Birth	March 15,1960
Nationality	Indian
Date of Appointment on Board	May 27,2005
Qualification	B.com, M.com, CWA (Inter)
Executive & Non Executive Director	Executive Director Managing Director
Promoter Group	Yes
Independent Director	No
Shares held in the Company	4030320
Directorship held in Indian Public Company as on 31.03.2015	**NIL**
Committee Position held in the Indian Public Company as on 31.03.2015	**NIL**

S. Sukhdev Singh is the husband of Mrs. Salwinderjit Kaur, (Din No. -00798804) Whole time Director of the Company. The Board recommends her appointment.

Except Mrs. Salwinderjit Kaur, none of the Directors and Key Managerial Personal the Company and their Relative is concerned or interested financially or otherwise,
in agenda item -2.

By Order of the Board

Place -Jalandhar
Date-02.09.2015

Neelu Kapoor
Company Secretary
Membership No.-22194

DIRECTORS REPORT TO THE MEMBER

To,

The Members,

Your Directors have pleasure in presenting their 10th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)

The Board's Report shall be prepared based on the stand alone financial statements of the company.

(in Lacs)

Particulars	2014 -2015	2013 - 14
Gross Income	1029.99	842.45
Profit Before Interest and Depreciation	1029.99	842.45
Finance Charges	458.74	354.27
Gross Prof it	571.25	488.18
Provision for Depreciation	152.89	79.47
Net Profit Before Tax	418.36	408.71
Provision for Tax	134.76	128.16
Net Profit After Tax	283.59	280.55

2. DIVIDEND

To conserve resources, the Directors do not recommend any dividend for the year ended March 31, 2015.

3. RESERVES

The Company does not transfer any amount to reserves during F.Y. 2014-2015.

4. SHARE CAPITAL

The Paid–up Capital of the Company as on March 31,2015 was Rs. 10,21,67,200/-. During the year of review, Sub division of face value of the Equity Shares from Rs. 100 to Rs. 10 and issue of 21, 25, 920 bonus shares in the ration 5:2 .

During the year under review, the Company has issued 27,76,000 Equity Shares of Rs. 10 Each at Premium of Rs. 44 /- per share to public via IPO.

5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

S.Sukhdev Singh, Managing Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Mr. Atul Mehta and Mr.Manjit Singh have been appointed as an Additional Independent Directors by the Board of Director in its meeting held on 08/12/2014 who are required to be appointed as an Independent Director under the provision of Companies Act, 2013 and being eligible, the board has approved his appointment as an independent director for the consecutive 5 years as per provision of the Companies Act, 2013 subject to the approval of member in AGM.

During the year, Mr. Anuj Rai Bansal who is Professional Director of the company was re-designate as Chairman and Non- Executive Director of the Company by the Board of Director of the Company on its meeting held on 05/01/2015.

Also, Ms. Neelu Kapoor and Ms.Anchal Kashyap has been appointed as Company Secretary and Chief Financial Officer and with effect from 11th October,2014 .

The appointment/ re-appointment forms part of the notice convening the Annual General Meeting and the resolution are recommended for the member's approval.

6. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

Detail of managerial remuneration is mention in the annual return extract in MGT-9 attached to this report.

Further during the year no Employee of the Company were in receipt of the remuneration in terms of the provisions of section 197 (2) of the Companies Act, 2013, read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment an Remuneration Managerial Personal) Rules, 2014.

7. MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Thirty Board Meetings and no Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. BOARD EVALUATION

Clause 52 of the BSE SME Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual performance evaluation need to be made by the Board of its own performance, the directors individually as well as the evaluation of its Committees. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

9. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

All independent directors give their declaration that they meet the criteria of independence as provided in sub-section (*6*) of Section 149 of the Companies Act, 2013 and Clause 52 of Listing Agreement.

10. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

The Nomination and Remuneration policy is stated in the Report of Corporate Governance.

11. AUDITORS AND AUDITOR'S REPORT

The Auditors, M/S R.S. Kalra & Associates, Chartered Accountants, of Jalandhar (Firm Registration No. 007744N) retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment for a period of one year from the conclusion of this Annual General Meeting [AGM] till the conclusion of next i.e. 11th AGM.
The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

12. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act,2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the has appointed , M/s. Angrez Singh Katoch , Practicing Company Secretary ,Jalandhar(CP No.4534) as a Secretarial Auditors of the Company for the year 2014-2015. The report of the Secretarial Auditors is enclosed as Annexure III to this report. The report is self-explanatory and do not call for any further comments.

13. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As per the provision of Section 138 of the Companies Act,2013 and the rules made their under, the Board appoints M/s Ashwani Kant & Associates as its Internal Auditor of the Company, to check the internal controls and functioning of the activities and recommend ways of improvement. Internal Audit is carried out on quarterly basis, the report is place in the Audit Committee Meeting and Board meeting for consideration and directions.
The internal financial controls with reference to financial statements as designed and implemented by the Company. During the year under review, no material or serious observation is received from the Internal auditor of the Company for inefficiency and inadequacy of such controls.

14. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns of fraud & misconduct in the company has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.agiinfra.com under Investors relations/Vigil Mechanism Policy link. Further, the Company has not received any protected disclosure as per the vigil policy framed by the board.

15 .EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) *of the Companies Act, 2013* and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I .**

16. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No Significant and material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report like settlement of tax liabilities, operation of patent rights, depression in market value of investments, institution of cases by or against the company, sale or purchase of capital assets or destruction of any assets etc.

17. SIGNIFICATE AND MATERIAL ORDERS

There are no Significant and material orders passed by regulators or courts or tribunals imparting the going concern status and Company' operation in future.

18. DEPOSITS

Your Company did not accept/ hold/ any deposits from public/shareholders during the year under review.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2. As **Annexure II**.

20. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

The Company has not given any loan or guarantee covered under provision of Section 186 of the Companies Act, 2013.

21. CORPORATE GOVERNANCE CERTIFICATE

The Company practices a culture that is built on core values and ethical governance practices and committed to transparency in all its dealings. A Report of Corporate Governance along with the certificate from Secretarial Auditor M/s Angrez Singh Katoch, Practicing Company Secretaries regardingcompliance of condition of Corporate Governance as stipulated in Clause 52 of SME Listing Agreement entered into by the company with the BSE Ltd. is annexed to this report and form part of this report.

22. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms part of this Annual Report for the year ended 31st March ,2015.

23. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In accordance with Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed their under, the Company has framed and adopted the policy for Prevention of Sexual Harassment at Workplace. During the year Company has not received any complaint of harassment.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is engaged in the development of Land and Construction of Flats, the Electricity is the only mode of energy which is purchased from PSEB and generated through own power generator. Every effort is made to use the natural lights while constructing flats and also the Rain Water Harvesting System are implemented as a recharging well.

In order to Conserve Energy the Company has

- Installed A/C drives in the lifts,
- Use LED lighting in the common area,
- Install sub-meters to check energy uses at different level.

Foreign exchange earnings and Outgo

During the year, the total foreign exchange used was Rs. 13, 28, 765/-.

Sometimes payments against sale of flats from NRI Customers from oversea are received, but no direct export is being done.

25. HUMAN RESOURCES

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

26. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (*c*) of sub-section (*3*) of Section 134 of the Companies Act, 2013, shall state that—

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(*a*) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(*b*) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(*c*) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(*d*) they have prepared the annual accounts on a going concern basis; and

(*e*) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(*f*) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. LISTING WITH STOCK EXCHANGES:

AGI Infra Limited got its shares listed on the SME Platform of BSE Limited on 27th March, 2015. It has paid the Annual Listing Fees for the year 2015-2016 to BSE Limited.

28. ACKNOWLEDGEMENTS

Your Directors takes this opportunity to thanks to all Government Authorities, Bankers, Shareholders, Costumer, Investors and other stakeholders for their assistance and co-operation to the Company. Your Director express their deep sense of appreciation and gratitude towards all employees and staff of the company and wish the management all the best for further growth and prosperity.

For and on behalf of the Board of Directors

Sukhdev Singh
Managing Director
(Din No.-01202727)

Salwinderjit Kaur
Wholetime Director
(Din No.-00798804)

Place:Jalandhar
Date: 02.09.2015

Annexure I

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

	CIN	U45200PB2005PLC028466
	Registration Date	27/05/2005
	Name of the Company	AGI INFRA LIMITED
	Category/Sub-category of the Company	Company Limited by Shares
	Address of the Registered office & contact details	Jalandhar Heights, 66 FT. Road, Viilage Pholriwal,Near Urban Estate Phase-II, Jalandhar-144001.
	Whether listed company	Yes (BSE Ltd.)
	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai -400 072. Tel: +91 -22-40430200; Fax:+91-22-28475207; Email: Ipo@Bigshareonline.com : Investor Grievance Email: Investor@Bigshareonline.com: Website: www.Bigshareonline.com

I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Reality	7010	100%

I. PARTICULARS OF HOLDING,SUBSIDARY & ASSOCIATE COMPANIES

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	N/A	N/A	N/A

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	-	-	-	-	-	-	-	-	-
(1) Indian									
a) Individual/ HUF	-	3753800	3753800	70.63	5255320	-	5255320	51.4384	28.57
b)Central Govt	-	-	-	-	-	-	-	-	-
c)State Govt(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	-	3753800	3753800	70.63	5255320	-	5255320	51.4384	28.57
2. Foreign									
a)Individual (Non Resident Ind./Foreign Ind.)	-	1540000	1540000	28.98	343000	1813000	2156000	21.1027	28.57
Bodies Corporate	-	-	-	-	-	-	-	-	-
c)Institutions	-	-	-	-	-	-	-	-	-
d)Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e)Any other specific	-	-	-	-	-	-	-	-	-
Sub Total (a) (2)	-	1540000	1540000	28.98	343000	1813000	2156000	21.1027	28.57
Total Shareholding of Promoter & Promoter Group (A)=(A)(1)+(A)(2)	-	5293800	5293800	99.61	5598320	1813000	7411320	72.5411	28.57
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Market Maker	-	-	-	-	326000	-	326000	3.1908	3.1908 Shares allotted in IPO
Sub-total (B)(1):-	-	-	-	-	326000	-	326000	3.1908	3.1908 Shares allotted in IPO

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	668000	-	668000	6.5383	6.5383 Shares allotted in IPO
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	21000	21000	0.39	405600	-	405600	3.9700	3.58 Shares allotted in IPO
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	1405800	-	1405800	13.75	13.75 Shares allotted in IPO
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	21000	21000	0.39	2479400	-	2479400	24.2681	23.8781 Shares allotted in IPO
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	21000	21000	0.39	2479400	-	2479400	24.2681	23.8781 Shares allotted in IPO
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	5314800	5314800	100	10216720	-	10216720	100.00	

B) Shareholding of Promoter & Promoter Group-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Sukhdev Singh	2878800	54.16	0	4030320	39.4483	0	28.57
2	Ranjit Singh	1295000	24.37	0	1813000	17.7454	0	28.57
3	Salwinderjit Kaur	875000	16.47	0	1225000	11.9901	0	28.57
4	Bikramjit Singh	245000	4.61	0	343000	3.3572	0	28.57
	Total	5293800	99.61		7411320	72.541		28.57

C) **Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5293800	99.61	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	7411320	99.61
	At the end of the year	7411320	72.541	-	-

B) Shareholding of Promoter & Promoter Group-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Sukhdev Singh	2878800	54.16	0	4030320	39.4483	0	28.57
2	Ranjit Singh	1295000	24.37	0	1813000	17.7454	0	28.57
3	Salwinderjit Kaur	875000	16.47	0	1225000	11.9901	0	28.57
4	Bikramjit Singh	245000	4.61	0	343000	3.3572	0	28.57
	Total	5293800	99.61		7411320	72.541		28.57

C) **Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	5293800	99.61	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	7411320	99.61
	At the end of the year	7411320	72.541	-	-

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase Decrease In shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	**Aryaman Capital Market Limited**			27.03.2015	326000	Allotment	326000	3.1908
2	**Avendus Advisors Limited**			27.03.2015	270000	Allotment	270000	2.6427
3	**Ravinder Gupta HUF**			27.03.2015	184000	Allotment	184000	1.8010
4	**Gundeep Singh**			27.03.2015	170000	Allotment	170000	1.6639
5.	**Asha Shoppers Private Limited**			27.03.2015	152000	Allotment	152000	1.4878
6.	**Overskud Multi Assets Management Private Limited**			27.03.2015	138000	Allotment	138000	1.3507
7.	**Shallu Chopra**			27.03.2015	134000	Allotment	134000	1.3116
8.	**Gurpreet Singh**			27.03.2015	122000	Allotment	122000	1.1941
9.	**Jaspreet Kaur**			27.3.2015	70000	Allotment	70000	0.6852
10.	**Gurpeet Singh HUF**			27.03.2015	70000	Allotment	70000	0.6852

E) Shareholding of Directors and Key Managerial Personnel:

(a) Sukhdev Singh-Promoter Director – Kindly refer IV (B)-in change in promoter shareholding.

(b) Salwinderjit Kaur- Promoter Director- Kindly refer IV (B)-in change in promoter shareholding.

(c) Anuj Rai Bansal- Chairman & Non-Executive Director

	Shareholding of each Directors and each Key Managerial Personnel	**Shareholding at the beginning of the year**		**Cumulative Shareholding during the Year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	7000	0.13	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	11.09.2014 2800 27.03.2015, 46000	0.45	55800	0.58
	At the end of the year	55800	0.58		

F) **INDEBTEDNESS -**Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	23.62	4.53	-	28.15
i) Principal Amount	23.23	4.35	-	27.58
ii) Interest due but not paid	0.39	0.18	-	0.57
iii) Interest accrued but not due	-	- -	- -	-
Total (i+ii+iii)	23.62	4.53	--	28.15
Change in Indebtedness during the financial year				
*** Addition(+)**	17.97	-	-	17.97
*** Reduction(-)**	12.06	4.06	-	16.12
Net Change	5.91	-4.06		1.85
Indebtedness at the end of the financial year				
i) Principal Amount	29.17	0.44	-	29.61
ii) Interest due but not paid	0.36	0.03	-	0.39
iii) Interest accrued but not due	-	- -	- -	-
Total (i+ii+iii)	29.53	0.47		30.00

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (in Lacs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sukhdev Singh MD	Salwinderjit Kaur WTD	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36.00/-	24.00/-			60.00/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	- -	- -	- -	- -
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--	--	--
2	**Stock Option**	--	--	--	--	--
3	**Sweat Equity**	--	--	--	--	--
4	**Commission - as % of profit** - others, specify...	--	--	--	--	--
5	**Others, please specify**	-	--	--	--	--
	Total (A)	36.00/-	24.00/-	--	--	60.00/-
	Ceiling as per the Act	84.00				

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
	(per meeting)	-----	----	----	---	
1	**Independent Directors**	Atul Mehta	Manjit Singh			
	Fee for attending board committee meetings	1500/-	1500/-	- -	--	3000/-
	Commission	-	-			
	Others, please specify	-	-			
	Total (1)	1500/-	1500/-	--	--	3000/-
2	**Other Non-Executive Director**	Anuj Bansal				
	Fee for attending board committee meetings	1500/-	--	--		
	Commission	-	--	--		
	Others, please specify	-	--	--		
	Total (2)	1500/-	--			1500/-
	Total (B)=(1+2)	3000/-	1500/-			4500/-
	Total Managerial Remuneration	3000/-	1500/-			4500/-
	Overall Ceiling as per the Act	1 Lac per meeting				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(in lacs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Neelu Kapoor (Company Secretary)	Anchal Kashyap (Chief Financial Officer)	Total
1	Gross salary(per annum)				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1.5 /-	1.5/-	3.00/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	others, specify…				
5	Others, please specify	-	-	-	-
	Total		1.5/-	1.5/-	3.00/-

? **Company Secretary and Chief Financial Officer are paid 6 month salary as appointed on 11.10.2014.**

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	(i)Section 211 and (ii) Section 217	Transaction with the interested party. Disclosure amount payment Gratuity.	Application under process.	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	- -	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure - II

FORM NO. AOC -2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Aay Jay Builders(Managing Director of the Company is interested being the proprietor of the Concern)
b)	Nature of contracts/arrangements/transaction	Contract of Sale
c)	Duration of the contracts/arrangements/transaction	01.04.2014 to 01.04.2015
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Job Work (Rs. 1,38,71,412)
e)	Justification for entering into such contracts or arrangements or transactions'	As Related Party is well equipped with construction equipments and manpower.
f)	Date of approval by the Board	11.08.2014
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	11.09.2015

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Date of approval by the Board	Nil
f)	Amount paid as advances, if any	Nil

Form shall be signed by the people who have signed the Board's Report.

Annexure-III

Ref: AGI/01 **Dated:29.5.2015.**

Form No. MR-3
Secretarial Audit Report
(For the Financial Year Ending 31.3.2015)
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
AGI Infra Limited,
Jalandhar

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AGI Infra Limited, having registered office at #Jalandhar Heights, 66FT Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar Corporate Identification No. U45200PB2005PLC028466 **(hereinafter called the Company).**Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the **audit period ended on 31.03.2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and their records maintained by **"The Company"**) for the period ended on 31.3.2015 according to the provisions of:

I. The Companies Act, 1956 and Companies Act, 2013 (**the Act**) and the Rules made thereunder, as applicable;
II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act')** to the extent applicable to the Company:-
a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011;
b. The Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations,1992;
c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
g. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and
h. The Memorandum and Articles of Association.

I. As informed to me, the other laws specifically applicable to the Company have been complied with. In this regard, I have relied on the information/records produced by the Company during the course of Audit on test check and randomly basis and limited to that extent only.

I have also examined compliance with the applicable clauses of the following, wherever applicable:

i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not being Mandatory during the audit period being effective from 01.07.2015).
ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review and as per the explanations and clarifications given to me and the representation made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc mentioned above.

I further report that the Company has, in our opinion, complied with the provisions of the CompaniesAct, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at reasonable gap in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda Items before the meeting and for meaningful participation at the meeting.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having major bearing on the Company's affairs in pursuance of the above laws, rules,regulations, guidelines, standards, etc. Except Company has come up with an Initial Public Offer issuing 27,76,000 equity shares of Rs. 10 each at a premium of Rs. 44 each.

Angrez Singh Katoch
Practicing Company Secretaries
B.COM, ACS
M. No. 5779
C.P No. 4534

Date:.29.5.2015
Place: Jalandhar.

Note: This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

(Forming Integral Part of Secretarial Audit Report for the financial year ending 31.3.2015)

To
The Members,
AGI Infra Limited,
Jalandhar.

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc. which forms the integral part to express our opinion in Form MR-3.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis as the Secretarial Auditors.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Angrez Singh Katoch
Practicing Company Secretaries
B.COM, ACS
M. No. 5779
C.P No. 4534

Date:.29.5.2015
Place: Jalandhar.

MANAGEMENT DISCUSSION AND ANALSIS REPORT

BUSINESS OVERVIEW

Our Company is a reputed Punjab based company having its presence in the construction industry for more than 3 decades. Company has delivered a number of high-rise buildings in Punjab which includes Residential flats, Hotels, Educational blocks and Auditorium for Universities, Hospitals, Hostels for Medical colleges, Commercial Complex, Police Stations, Schools, Shopping Malls, Auto showroom etc. Our residential portfolio currently covers projects catering to customers across all income groups. We believe that we have established a successful track record in the real estate industry in Punjab by developing versatile projects through our focus on innovative architecture, strong project execution and quality construction.

INDUSTRIAL STRUCTURE AND DEVELOPMENT

Real estate sector has traditionally been dominated by a number of small regional players with relatively low levels of expertise and/or financial resources, but with the changing scenario underwent a great change in line with the sector's growth, and as on today the real estate sector is a critical sector of our economy. It is the Second-largest employment-generating sector after agriculture. Not only it generate high level of direct employment, but it also stimulates the demand in over 250 ancillary industries such as cements, steel, paint, bricks, building materials, consumer durables, etc. It comprises four sub sectors- housing, retail, hospitality, and commercial.
The Government of India along with the government of the respective states has taken several initiatives to encourage the development in this sector.

REVIEW OF OPERATIONS

Your Company has earned total revenue of Rs. 4098.94 Lacs with net profit of Rs. 283.59 Lacs during the F.Y. 2014-2015.

OUR STRENGTHS

1. An established Brand name and executive track record.
2. Experienced Promoters and efficient Management Term.
3. Owned fleet of Capital Equipment.
4. Success of Jalandhar Heights and ability to expand.
5. Experienced executive team & associates.
6. Cordial relationship between management and labour.

ACHIEVEMENTS

We have got the shares of our company listed on SME platform of BSE Limited pursuant to an Initial Public Offer of the company.

FACTORS AFFECTING OUR RESULTS OF OPERATION

1. The condition and performance of the property market.
2. General economic and demographic conditions
3. Regulation affecting the real estate industry.
4. Our ability to acquire land at situated cost.
5. Our ability to identify suitable projects and execute them in timely and cost effective manner.
6. The availability of finance on favorable for our business and for our customer and
7. Competition.

INTERNAL CONTROL

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The company has established well defined polices and processes across the organization covering the major avidities.

The Company's audit Committee reviewed the internal control system on an ongoing basis keeping in mind the growth prospects and ever evolving business environment. Audit committee review proper implementation of corrective measures. All efforts are being made to make the internal control systems more effective.

RISKS AND CONCERNS

Every business has both Risk and Return and they are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

Our senior management identifies and monitors the risk on regular basis and evolve process and system to control and minimize it. With regular check and evaluation business risk can be forcasted to the maximum extent and thus corrective measures can be taken in time.

HUMAN RESOURCES

Management is successfully in building experienced team and nurture them to be leaders. The main motive of the company is trust, integrity, teamwork, innovation, performance and partnership. Various Departments are headed by Professional Qualified Personal, helping our business to remain competitive, achieve greater success and newer milestone.
As on 31st March, 2015, 105 employees are on AGI Infra Limited payroll.

CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Due to various risk factors and uncertainties. We are not under no obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.

Place: Jalandhar
Date: 02.09.2015

For and on Behalf of the Board of Directors

Sukhdev Singh
Managing Director
(Din No.-01202727)

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-2015

We are an integrated construction and real estate development company, focussed primarily on construction and development of commercial / residential projects, in and around Punjab.Our Company was incorporated in the year 2005 as G. I. Builders Private Limited, jointly promoted by Mr. Sukhdev Singh and Mrs. Salwinderjit Kaur, with the vision of providing "premium housing at fair prices". The name of our Company was changed to AGI Infra Limited in the year 2011.

I.COMPANY PHILOSOPHY

Corporate Governance is an ethically driven process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with the firm commitment to values, while meeting shareholders expectations. Our corporate governance framework ensures effective engagement with our stakeholders and helps us evolve with changing times.

Our Corporate Governance police focus on the following points.

- Corporate Governance standard should go beyond the law and satisfy the spirit of law, not just the letter of the law.
- Ensures transparences and maintaining high level of disclosure.
- Communicate externally and truthfully, about how the Company is run internally.
- The Management is the trustee of the Shareholders; capital and not the owner.
- Board and committees ensures transparency, fairplay and independence in its decision making.

The Equity Shares of the Company are listed and admitted to dealing in SME Platform of the BSE Limited w.e.f 27 March, 2015. Pursuant to the provision of Clause 52 of the SME Listing Agreement, a Report on Corporate Governance for the Financial Year ended 31st March, 2015 is furnished below:

II. BOARD OF DIRECTORS

(A) Composition of Board

Category	No. of Directors
Non -Executive & Independent Directors	2
Other Non-Executive Director	1
Exective Directors (Managing Director & Whole-Time Director	2
Total	5

The Company has a Non- Executive Director as a Chairman and one-third of its Director as Independent Director and is according as per Clause 52 of the Listing Agreement.

As required under Section 149(3) of the Companies Act,2013 & Clause 52 of SME Listing Agreement, Mrs. Salwinderjit Kaur, a women Director is the whole time Director on the Board.

(B) Meetings & Attendance

The Company's Governance Policy requires the Board to meet at least four times in a year. The intervening period between two Board Meetings was well within the maximum gap of four months prescribed Under Clause 52 of the Listing Agreement with Stock Exchanges. The annual calendar of the meeting is broadly determined at the beginning of each year.

During the Financial Year 2014-2015, the Board of Directors met thirty (30) times on the following dates: 04th April 2014, 19th April 2014, 10th May 2014, 15th May 2014, 20th June 2014, 19th July 2014, 08th August 2014, 11th August 2014,13th August 2014,14th August 2014, 30th August 2014, 04th September 2014, 09th September 2014, 29th September 2014, 30th September 2014,01st October2014,06th October 2014,16th October 2014, 29th October 2014, 8th December2014, 10th December 2014, 15th December 2014, 24th December 2014, 05th January 2014,16th February 2014, 02nd March 2014,09th March 2014, 16th March 2014, 18th March 2014, 20th March 2014.

Attendance of Board Meeting and Annual General Meeting

Director	Director Identification Number	Category	No. of Board Meeting attended Held Attended	Committee(s) Position Member Chairman	Attendance of last AGM
S. Sukhdev Singh	01202727	Executive Director	30 30	2 -	Yes
Mrs. Salwinderjit Kaur	00798804	Executive Director	30 30	- -	Yes
Mr. Anuj Rai Bansal	01278966	Not Independent Non-Executive Director	30 8	1 -	Yes
Mr. Atul Mehta	00225620	Additional Director(Non - Executive Independent Director)	7 7	1 2	Appointed as on 08.12.2014
Mr. Manjit Singh	07037656	Additional Director(Non - Executive Independent Director)	7 7	2 1	Appointed as on 08.12.2014

The Company is having the policy of paying sitting fees to the Independent Director of the Company for attending any meeting. As per the resolution no. 3 passed in the meeting of the Board of Director of the Company held on 15.12.2014 Rs. 1500/- per meeting fees has been fixed as sitting fees to independent Director.

(C) Shareholding of the Directors

Numbers of Shares held by the Directors as on 31.03.2015

Name of the Directors	Number of shares held
S. Sukhdev Singh	4030320
Mrs. Salwinderjit Kaur	1225000
Mr. Anuj Rai Bansal	55800

(D) Code of Conduct

The Board of Director has adopted the new Code of Conduct for all Board members and senior management of the Company. The same has been posted on the website of the Company.
The Code for Independent Director is also formed and adopted by the Board. The same is posted on the website of the Company.

III. COMMITTEES OF THE BOARD

During the Financial year 2014-2015,there were three Board Committee- Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee. The term of reference of the Board Committee are determined by the Board from time to time. The meeting of Board Committee meeting, are convened by the respective Committee Chairman. Matters require the Board's attention, approval, as emanating from the Board Committee meeting, are placed before the respective Committee Chairman. The role and composition of the Committee, including the number of the meeting held during the financial year and the related attendance are placed below.

I. AUDIT COMMITTEE

(A) Composition

Pursuant to Section 177 of the Companies Act, 2013, and Clause 52 of the SME Equity Listing Agreement with BSE Limited. The Audit Committee presently comprises of two Independent Directors. The Chairman of the Audit Committee is the Independent Director.. The Company Secretary of the Company is the Secretary to the Committee. All the members of the Committee are financially literate. The names of the members of the Audit Committee, including its Chairman, are provided hereunder:

Sr. No.	Name of the Member	Nature of Directorship	Designation in Committee
1	Atul Mehta	Non-Executive Independent Director	Chairman
2	Sukhdev Singh	Managing Director	Member
3	Manjit Singh	Non-Executive Independent Director	Member

(B) Meeting and Attendance

As the Company was listed on 27th March, 2015, no Audit committee meeting was held in the year ending 31st March, 2015.

(C) Power of Audit Committee

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

1. To investigate any activity within its terms of reference.
2. To seek any information it requires from any employee.
3. To obtain legal or other independent professional advice.
4. To secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

D) Roles and Responsibility of Audit Committee

The roles and responsibilities of the Committee include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 and Sub Section(5) of that section of the Companies Act, 2013.

b. Changes, if any, in accounting policies and practices and reasons for the same

c. Major accounting entries involving estimates based on the exercise of judgment by management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Qualifications in the draft audit report.

5 Reviewing, with the management, the half yearly financial statements before submission to the board for approval.

6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, right issues, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

9. Discussion with internal auditors any significant findings them and follow up there on.

10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

13. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

13. Review the Report of Annual Finance Inspection by RBI follow up the status of its compliance by the management.

14. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

15. Any other responsibility or duty specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

II NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee of the Board recommends to the Board specific remuneration package for executive directors and senior management and Key Managerial Personnel of the Company including pension right and any compensation payment.

(A)Composition

The Nomination and Remuneration Committee of our Board was reconstituted by our Directors pursuant to the Section 178 of the Companies Act, 2013 by board resolution dated January 05, 2015.

The Nomination and Remuneration Committees currently comprises of:

Sr. No.	Name of the Member	Nature of Directorship	Designation in Committee
1	Atul Mehta	Non-Executive Independent Director	Chairman
2	Anuj Bansal	Chairman and Non-Executive Director	Member
3	Manjit Singh	Non-Executive Independent Director	Member

(B) Meeting and Attendance

As the Company was listed on 27th March, 2015, no Remuneration Committee meeting was held in the year ending 31st March, 2015.

(C) Scope of Nomination and Remuneration Committee

a) Formation of the criteria for determining qualifications, positive attributes and independence of a director and recommended by the board a policy, relating to the remuneration of the directors, key managerial personnel and other employees:
b) Formulation of criteria for evaluation of Independent Director of the Board,
c) Devising a policy on Board diversity.
d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and evaluation in its annual report.

(D) Remuneration policy

Company's remuneration strategy aims at attracting and retaining high caliber talent. The remuneration policy therefore, is market-led and takes into account the competitive circumstance of each business so as to attract and retain quality talent and leverage performance significantly.

(E) Remuneration to Directors

The Managing Director and Whole-time Director of the Company are entitled with remuneration of Rs 36,00,000/- p.a. and Rs. 24,00,000/- p.a. respectively as approved by the shareholders. Non-Executive Directors are also entitled to sitting fees for attending meetings of the Board and Committees thereof, the quantum of which is determined by the Board. The sitting fees as determined by the Board of Rs. 1500/- for attaining each meeting of Board, Audit Committee, Nomination and Remuneration Committee , and Stakeholder Relationship Committee.

III STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Board oversees redressal of shareholder and investor grievances, and, inter alia, approves sub-division / consolidation / issue of duplicate share certificates, transmission of shares and issue & allotment of shares upon exercise of Options under the Company's Employee Stock Option Schemes.

(A)Composition

Stakeholders Relationship Committee consisting of the following directors:

Sr. No.	Name of the Member	Nature of Directorship	Designation in Committee
1	Manjit Singh	Non-Executive Independent Director	Chairman
2	Sukhdev Singh	Managing Director	Member
3	Atul Mehta	Non-Executive Independent Director	Member

(B) Meeting and Attendance

As the Company was listed on 27th March, 2015, no Remuneration Committee meeting was held in the year ending 31st March, 2015.

(C) Roles and Responsibility of Committee

The Stakeholders Relationship Committee be and is hereby authorized to ensure the following roles and responsibilities:

1. Power to approve share transfer,
2. Power to approve Share transmission,
3. Power to issue duplicate share certificates,
4. Power to approve and issue fresh share certificate by way of split or consolidation of the existing certificate or in any other manner,
5. To monitor the resolution of all types of shareholders/investors grievances and queries periodically,
6. Power to allot shares, equity or preference, fully or partly convertible debentures, or other financial instruments convertible into equity shares at a later date in demat or Physical mode, issue of which has been approved by the Board of Directors of the Company.
7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting."

IV INDEPENDENT DIRECTORS MEETING

As the Company is listed on 27th March, 2015, no Independent Director Meeting has been held during the period of review.

V SUBSIDIARY COMPANY

Company has no Subsidiary Company.

IV DICLOSURE

(a) Basis of Related Party Transaction

The Company was entered in to one related party transaction with Aay Jay Builders for a Job Work for an amount to Rs. 1.38,71,412/-. The Board has approved maximum limit of Rs. 3,00,00,000 of related party transaction on its meeting held on 11th August, 2014. The Shareholder approved the same resolution on its meeting held on 11th September, 2014.

(b) Strictures and Penalties

The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital market since its listing on 27th March, 2015. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchange, SEBI or any other statutory authority relating to the above.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and Operational effectiveness to ensure reliability of financial and operational information and all statutory/ regulatory compliances.

CFO Certification

The CFO have issued certificate pursuant to the provisions of Clause 52 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.agiinfra.com

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

E-Mail: info@agiinfra.com
Tel. Number: +91-18102681986

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.
All Board Directors and the designated employees have confirmed compliance with the Code.

V.GENERAL SHAREHOLDER INFORMATION

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:**Share Price on BSE vis-à-vis BSE Sensex January - March 2015**

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number for NSDL/CDSL (Dematerialised share)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	539042	INE976R01017

Share Price on BSE vis-à-vis BSE Sensex January - March 2015

Month	BSE Sensex Close	Share Price			No. of shares traded during the month	Turnover (Crores)
		High	Low	Close		
March	27,957.49	55	55	55	186000	1.01309

Pending Investors' Grievances--

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Registered Office with a copy of the earlier correspondence.

S. No	Nature of Queries/Compliant	Pending as on April 1,2015	Received during the year	Redressed during the year	Pending as on March 31, 2015
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-
3	Dematerialisation/D ematerialisation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-
	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-	-	-	-
	Grand Total	-	-	-	-

Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2015, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	1813000	17.75
Demat Segment		
NSDL	5897320	57.72
CDSL	2506400	24.53
Total	10216720	100

Distribution of Shareholding as on March 31, 2015.

Shareholding of Nominal Value of Rs.10/-each	No. of Shareholders	% of Shareholders	No. of Shares Held	% of shareholding
10001-20000	171	79.5349	3420000	3.3475
30001-40000	2	0.9302	80000	0.0783
50001-100000	8	3.7209	696000	0.6812
100001-9999999999	34	15.8140	97971200	95.8930
Total	215	100.00	102167200	100.00

Shareholding Pattern as on March 31, 2015

Particulars	No. of shares held	%
Promoters & Promoter Group		
1.Indian	5255320	51.4384
2.Foriegn	2156000	21.1027
Individuals & HUF	1755600	17. 1836
Body Corporate	668000	6.5383
Bank	-	-
Financial Institutions	-	-
Insurance Companies	-	-
Mutual Funds/UTI	-	-
Central & State Governments	-	-
Foreign Institutional Investors	-	-
NRIs/Foreign Nationals	-	-
Directors	55800	0.5462
Public and Others	326000	3.1908
Total	10216720	100%

Statement showing Shareholding of more than 1% of the Capital as on March 31, 2015

Sr. No.	Name of the shareholders	No. of Shares	Percentage of Capital
1.	Sukhdev Singh	4030320	39.4483
2.	Ranjit Singh	1813000	17.7454
3.	Salwinderjit Kaur	1225000	11.9901
4.	Bikramjit Singh	343000	3.3572
5.	Aryaman Capital Market Limited	326000	3.1908
6.	Avendus Advisory Limited	270000	2.6427
7.	Ravinder Gupta HUF	184000	1.8010
8.	Gundeep Singh	170000	1.6639
9.	Asha Shoppers Private Limited	152000	1.4878
10.	Overskud Multi Asset Mnagement Private Limited	138000	1.3507
11.	Shallu Chopra	134000	1.3116
12.	Gurpreet Singh	122000	1.1941
	Total	8907320	87.1838

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time
7th	2012	At the Registered Office	29.09.2012	11.00 a.m.
8th	2013		30.09.2013	11.00 a.m.
9th	2014		30.09.2014	11.00 a.m.

Extraordinary General Meeting (EGM)

The Company held an Extraordinary General Meeting on September 11, 2014 to transact following business:

- To adopt/alter Memorandum of Association of the company as per Table 'A' of Companies Act, 2013
- To adopt the Table F of the articles of association
- To approve providing of corporate guarantee/loans/investments and security of properties to interested parties.
- To borrow money in excess of the aggregate of the paid up share capital and free reserves of the company
- To consider and approve the split of equity shares of the company
- To consider the issue of bonus shares in the ratio of 5:2 to the equity shareholders
- To consider and approve the conversation of the authorized preference share capital into equity share capital
- To approve the proposed `contract of sale / purchase / job work' with m/s. aay jay builders.
- To Increase the Authorised Capital of the Company.

Another Extra Ordinary EGM was held on October 7, 2014 for authorising for issue of shares through Public Offer.

Meetings for approval of quarterly and annual financial results were held on the following dates

Quarter	Date of Board Meeting
31.03.2015	29.05.2015

This being the first half year ended since the company got listed on BSE Limited.

FINANCIAL CALENDAR 2015:

AGM – Date, time and venue	September 28,2015,2.30 P.M., Jalandhar Heights,66 Ft. Road, Village Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001
Financial Year	1st April to 31st March of the following year
Book Closure Date	September 22,2015 to September 28, 2015
Listing of Eq. shares on stock exchanges.	BSE Limted
Stock Code	539042
Registrar & Transfer Agents	Bigshare Services Private Limited
Board Meeting for consideration of Accounts for the financial year ended March 31, 2015 and recommendation of dividend	May 29,2015
Posting of Annual Reports	September 2,2015
Last date for receipt of Proxy Forms	September 26,2015

For and on behalf of the Board

Sukhdev Singh
(Managing Director)
(Din No.-01202727)

Place Jalandhar
Date 02.09.2015

COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Clause 52 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2015.

For AGI Infra Limited
Sd/-
Sukhdev Singh
Managing Director
(Din No.-01202727)

CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by **AGI Infra Limited** for the year ended 31st March, 2015 as stipulated in Clause 52 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Angrez Singh Katoch
Company Secretaries,
M. No. -5779
C.P. No.-4534

Date02.09.2015
Place: Jalandhar

CERTIFICATION BY MANAGING DIRECTOR AND CFO UNDER CLAUSE 52 V OF THE LISTING AGREEMENT

The Board of Directors,

AGI Infra Limited

We have reviewed the financial statements and the cash flow statement of AGI Infra Limited for the year ended March 31, 2015 and to the best of our knowledge and belief:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and

(e) To the best Knowledge and belief, there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Aanchal Kashyap
Chief Financial Officer

SukhdevSingh
Managing Director
(Din No.-01202727)

Date:02.09.2015
Place:Jalandhar

INDEPENDENT AUDITOR'S REPORT
To the Members of AGI INFRA LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Agi Infra Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; anddesign, implementation and maintenance of adequate internal financial controls, that were operatingeffectively for ensuring the accuracy and completeness of the accounting records, relevant to thepreparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note N to the financial statements;

ii There has been nil outstanding amount to be transferred to the Investor Education and Protection Fund by the Company.

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 007744N

SD-
CA R.S.KALRA(F.C.A)
PROPRIETOR
Membership number:086488

Jalandhar
May 29, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(ii) (a) The Inventory of the Company is being physically verified by management during the year and the frequency of verification is reasonable.

(b) The procedure for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification of inventory.

(iii) The Company has not granted loans, secured or unsecured ,granted or taken from company, firms or other parties covered in registed maintained under section 189 of the Companies Act,2013.

(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory,fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.

(v) The Company has not accepted any deposits from the public.

(vi) We have broadly reviewed the books of accounts relating materials, labour and other items of cost maintained by the company pursuant to the Rules made by the central government of the maintenance of cost records under section 148(1) of the Companies Act,2013 and we are of the opinion that prima-facie the prescribed accounts and records have been made and maintained

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

(vii) (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 or a period of more than six months from the date they became payable

(vii) (c) According to the information and explanations given to us that there is nil amount outstanding/pendingfor transfer to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under

viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.

(ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

(x) In our opinion , the terms and conditions on which the company has given guarantee for loans taken by others from banks or fianancial institutions are not, primafacie, prejudicial to the interest of the company.

(xi) In our opinion and to the best of our knowledge and belief, proceeds of term loans taken were, prima facie, applied for the purpose which they are obtained.

(xii) In our opinion and on overall examination of the balance sheet of the Company, funds raised on short term basis, prima facie, have not been used for the long term investment by the Company.

(xiii) In our opinion, the Company has not made any preferential allotment of shares to parties or companies covered in the registered maintained 189 of the Companies Act, 2013.

(xiv) According to the information and explianation given to us, during the period covered by our audit report, the company has issued NIL debentures of Rs. NIL each.

(xv) The Company has raised Rs. 14,99,04,000/- comprising 27,76,000 Equity Shares of Rs./ 10 each at a premium of Rs 44/- each by way of public issue during the year.

(xix) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 007744N

SD/-
CA R.S.KALRA(F.C.A)
PROPRIETOR
Membership number:086488

Jalandhar
May 29, 2015

M/S AGI INFRA LIMITED, 66FT ROAD, VILLAGE PHOLRI WAL, JALANDHAR

Balance Sheet as at 31st March, 2015

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	102,167,200.00	53,148,000.00
(b) Share Premium	2	122,144,000.00	2,500,000.00
(c) Reserves and Surplus	3	60,397,948.08	50,503,089.14
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	300,015,479.27	281,468,166.96
(b) Deferred tax liabilities (Net)		(1,523,938.00)	535,000.00
(c) Other Long term liabilities			
(d) Long term provisions			
(4) Current Liabilities			
(a) Trade payables	5	31,854,252.88	47,110,351.26
(b) Other current liabilities	6	703,367,840.10	654,857,122.49
Total		1,318,422,782.33	1,090,121,729.85
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	46,435,165.00	56,447,987.02
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	8	6,821,273.00	4,461,273.00
(c) Long term loans and advances			
(d) Other non-current assets	9	-	-
(2) Current assets			
(a) Current investments			
(b) Inventories	10	1,106,650,000.00	958,759,900.00
(c) Trade receivables	11	42,163,216.68	31,015,641.85
(d) Cash and cash equivalents	12	93,384,901.80	21,470,906.41
(e) Other current assets	13	22,968,225.85	17,966,021.57
Total		1,318,422,782.33	1,090,121,729.85
Auditor's Report			
As per our reort of even date annexed hereto			
		FOR R.S.KALRA & ASSOCIATES	
		CHARTERED ACCOUNTANTS	
		Proprietor	
		(R.S.Kalra)	
		M.No. : 086488	
Place: Jalandhar		FRN : 007744N	
Dated :29.05.2015			
		For AGI Infra Ltd	
		SD-	SD-
		S.Sukhdev Singh	Salwinderjit Kaur
		(Managing Director)	(Whole Time Director)
		SD-	SD-
		Neelu Kapoor	Anchal Kashyap
		(Company Secretary)	(Chief Financial officer)

M/S AGI INFRA LIMITED, 66FT ROAD, VILLAGE PHOLRI WAL, JALANDHAR

Profit and Loss statement for the year ended 31st March, 2015

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	14	407,923,797.00	302,797,377.00
II. Other Income	15	1,970,450.33	1,823,257.23
III. Total Revenue (I +II)		409,894,247.33	304,620,634.23
IV. Expenses:			
Cost of materials consumed			
Purchase of Stock-in-Trade	16	336981029.04	381468658.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	17	(147,890,100.00)	(285,278,842.87)
Employee benefit expense	18	77410095.13	78990307.73
Financial costs	19	45,874,456.70	35,427,210.81
Depreciation and amortization expense	20	15,289,780.02	7,947,285.05
Other expenses	21	40,393,289.50	45,194,995.62
Total Expenses		368,058,550.39	263,749,614.34
V. Profit before exceptional and extraordinary items and tax (III - IV)		41,835,696.94	40,871,019.89
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		41,835,696.94	40,871,019.89
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		41,835,696.94	40,871,019.89
X. Tax expense:			
(1) Current tax		15,000,000.00	12,816,000.00
(2) Deferred tax		(1,523,938.00)	-
Total		13,476,062.00	12,816,000.00
XI. Profit(Loss) from the perid from continuing operations (IX - X)		28,359,634.94	28,055,019.89
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		28,359,634.94	28,055,019.89
XVI. Earning per equity share:			
(1) Basic		3.78	52.79
(2) Diluted		3.78	52.79
Auditor's Report			
As per our reort of even date annexed hereto			
		FOR R.S.KALRA & ASSOCIATES	
		CHARTERED ACCOUNTANTS	
		Proprietor	
		(R.S.Kalra)	
		M.No. : 086488	
		FRN : 007744N	
Place: Jalandhar			
Dated :29.05.2015			
		For AGI Infra Ltd	
		SD-	SD-
		S.Sukhdev Singh	Salwinderjit Kaur
		(Managing Director)	(Whole Time Director)
		SD-	SD-
		Neelu Kapoor	Anchal Kashyap
		(Company Secretary)	(Chief Financial officer)

Name of the company : M/S AGI INFRA LIMITED, JALANDHAR				
Notes forming part of the financial statements				
NOTE 1 SHARE CAPITAL				
Particulars	**As at 31 March, 2015**		**As at 31 March, 2014**	
	Number of shares	**AMOUNT**	**Number of shares**	**AMOUNT**
(a) Authorised				
Equity shares of Rs.10 each with voting rights 120,00,000.00		120,000,000.00	700,000.00	70,000,000.00
Preference Shares of Rs. 10 each	-	-	300,000.00	30,000,000.00
(b) Issued #				
Equity shares of Rs. 10 each with voting rights 10,216,720.00		102,167,200.00	531,480.00	53,148,000.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights 10,216,720.00		102,167,200.00	531,480.00	53,148,000.00
(d) Subscribed but not fully paid up	-	-	-	-
Total	**10,216,720.00**	102,167,200.00	**531,480.00**	**53,148,000.00**
NOTE 2 SHARE PREMIUM				

Particulars	**As at 31 March, 2015**	**As at 31 March, 2014**	
Share Premium		122,144,000.00	2,500,000.00	
Total		122,144,000.00	2,500,000.00	
NOTE 3 RESERVE & SURPLUS ACCOUNT				
Profit & Loss Appropriation Account				
Opening balance		50,503,089.14	23,322,005.25	
Add: Profit / (Loss) for the year		41,835,696.94	40,871,019.89	
Income Tax Refund		-		
Provision w/back		-	-	
deffered tax asset		1,523,938.00		
deffered tax liability w/back		535,000.00	-	
Less: Interim dividend		-	-	
Income Tax paid		240,576.00	667,936.00	
Transferred to:				
General reserve		-	-	
Bonus Issue		18,759,200.00		
Provision for I.Tax		15,000,000.00	12,816,000.00	
Deferred Tax Liability		-	206,000.00	
Other reserves (give details)			-	
Closing balance		60,397,948.08	50,503,089.14	

NOTE 4 LONG TERM BORROWINGS

Particulars	As at 31 March, 2015	As at 31 March, 2014
FROM BANKS & FINANCIAL INSTITUTIONS		
India Bulls Housing Finance Limited	0.00	12935554.55
L & T Finance Ltd.- Genrator Loan	0.00	65907.00
L & T Finance Limited- Tower Crane	61765.00	746042.00
Obc Term Loan A/c No:-17067015000188	10708841.00	12871207.89
PNB Term Loan A/c	0.00	100238779.00
PNB New Car Loan	1111052.00	0.00
PNB Term Loan A/c-prime tower	191983669.00	96003134.00
PNB Term Loan A/c-Business Center	82660086.00	0.00
HDFC Mortage Loan	8783092.27	13328554.52
FROM OTHERS		
Gundeep Singh	0.00	10521579.00
Acumen Compusoft Pvt Ltd	0.00	2699003.00
Ashwani Kant	0.00	1751502.00
Core Capital Services Ltd	0.00	3121167.00
Darshan Singh	0.00	5017275.00
Nicky Printing Press Pvt Ltd	0.00	3834910.00
Rajwinder Kaur	0.00	5017275.00
Satkartar Finlease Pvt Ltd	4706974.00	4354277.00
Shallu Chopra	0.00	7375375.00
Vijay Nayyar	0.00	1586625.00
Total	300,015,479.27	281,468,166.96

NOTE 5 TRADE PAYABLES

Particulars	As at 31 March, 2015	As at 31 March, 2014
Sundry Creditors	31854252.88	47110351.26
Total	31,854,252.88	47,110,351.26

NOTE 6 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2015	As at 31 March, 2014
Audit Fee Payable	90000.00	90000.00
Professional Charges Payable	0.00	32400.00
TDS Payable	541234.38	730318.38
Telephone Expenses Payable	26882.00	22877.00
Provision for Income Tax	15000000.00	12816000.00
Amount received against Booking of Flats	680894246.87	617732194.77
Expression of Interest Received	0.00	12265000.00
Cheques issued but not presented	0.00	4011492.00
Electricity exp payable (66ft road)	593490.00	447933.00
Electricity Expenses Payable (Appt.) & B.C.	0.00	44573.00
Epf payable A/c	427302.00	24791.00
Labour welfare fund payable	238.00	238.00
Salary & Wages payable	1199143.00	1478724.00
Interest Payable	0.00	8717.00
Service tax payable	2547772.85	3741294.34
Salary payable to directors	685406.00	1044456.00
Bonus Payable	529889.00	366114.00
Leave with wages Payable	832236.00	
Total	703,367,840.10	654,857,122.49

NOTE 8 INVESTMENTS			
PARTICULARS		**As at 31 March, 2015**	**As at 31 March, 2014**
Property S.C.O 102		4,461,273.00	4,461,273.00
Advance for land		2,360,000.00	
Total		6,821,273.00	4,461,273.00
NOTE 9 OTHER NON CURRENT ASSETS			
PARTICULARS		**As at 31 March, 2015**	**As at 31 March,2014**
Mat Credit		0.00	0.00
Total		0.00	0.00
NOTE 10 INVENTORIES			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Finished Goods & Work in Progress		1,106,650,000.00	958,759,900.00
			-
Total		1,106,650,000.00	958,759,900.00
NOTE 11 TRADE RECEIVABLES			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Sundry Debtors		42163216.68	31015641.85
Total		42,163,216.68	31,015,641.85

NOTE 12 CASH AND CASH EQUIVALENT			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Cash in Hand		414328.87	991174.46
Cheques Deposited But Not Yet Credited		0.00	0.00
Oriental Bank of Commerce - 466		3564.48	10212.48
Oriental Bank of Commerce - 833		11379.00	11448.00
Oriental Bank of Commerce - AGI 1341		63763.25	68090.25
Oriental Bank of Commerce - LPU		831.00	
Punjab National Bank FDR A/c		0.00	38607.00
Oreintal Bank of Commerce		0.00	10014.00
OBC C/a- 17061131000024		200358.36	202387.89
OBC Fdrs against Bank Guarantee		776202.00	5855966.00
Andhara Bank ltd.		0.00	22049.00
ICICI-151005000132		1586722.37	271576.38
PNB C/a - 216		38425618.45	220199.95
State Bank of India c/a		337517.00	1429896.00
State Bank of Patiala c/a		2252276.00	58403.00
HDFC C/A		911650.00	16236.00
PNB Flexi A/c 216		650000.00	1025300.00
PNB C/a - 727		22871.75	29911.00
PNB C/a - 736		32528.75	334789.00
PNB C/a - 745		2749865.75	49950.00
Sweep Transfer		1320558.00	149081.00
PNB C/a - 781		1490406.75	9877502.00
Canara Bank c/a		21945.00	38980.00
FDR with OBC Bank Agst. Bank guarantee		777846.00	717989.00
FDR with PNB		509409.00	0.00
PNB-4951002100000820		16544.75	41144.00
OBC-307		56865.97	0.00
PNB-12		750223.30	0.00
PNB-28		97626.00	0.00
Axis Bank Escrow A/c		39904000.00	0.00
Total		93,384,901.80	21,470,906.41
NOTE 13 OTHER CURRENT ASSETS			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Advance to staff		315183.00	32816.00
Advance Income Tax		14600000.00	13200000.00
Cenvat Credit Claim		0.00	1071064.00
Other Debtors		0.00	282000.00
Prepaid insurance		113983.00	151840.00
LPG		22932.22	0.00
TDS		306058.00	240856.00
TDS Recoverable From others		136180.38	403884.38
Prepaid charges for LIFT AMC		0.00	56353.00
Security Gas Cylinder		193716.00	0.00
Security against electricity - 66 ft		439263.00	439263.00
Security with BSE SME		1499040.00	0.00
Input tax credit		1898688.45	1626715.19
Unexpired Bank Guarantee Charges		505463.00	0.00
Income Tax Refund A.Y 13-14		461230.00	461230.00
Income Tax Refund A.Y 14-15		384280.00	0.00
Misc Expenditure			
- Unammortised Share Issue Expenses		2092208.80	0.00
Total		22,968,225.85	17,966,021.57

NOTE 14 REVENUE FROM OPERATIONS			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Sales		407899347.00	302797377.00
Service Charges		24,450.00	-
Total		407,923,797.00	302,797,377.00
NOTE 15 OTHER INCOMES			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Interest Received		707189.00	750668.00
Rebate & Discount A/c		128106.70	116351.23
Power Backup receipts		805122.00	0.00
Sale Power Back up		72334.63	0.00
Annual maintenance charges received (Ph.)		0.00	582800.00
Miscellaneous Income A/c		116968.00	373438.00
Rent Received		75000.00	0.00
Flat Transfer fee		65730.00	0.00
Total		1,970,450.33	1,823,257.23
NOTE 16 PURCHASES			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Purchases		326218635.04	364569967.00
Change of Land Use & License Fee & Approvals		10762394.00	16898691.00
			-
Total		336,981,029.04	381,468,658.00
NOTE 17 CHANGE IN INV. OF FIN. GOODS, WORK IN PROGRESS & STOCK IN TRADE			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Inventories at the end of the year:			
Finished goods		0.00	-
Work-in-progress		1,106,650,000.00	958,759,900.00
Stock-in-trade			
	TOTAL	1,106,650,000.00	958,759,900.00
Inventories at the beginning of the year:			
Finished goods			673,481,057.13
Work-in-progress		958,759,900.00	
Stock-in-trade		-	
	TOTAL	958,759,900.00	673,481,057.13
Net (increase) / decrease		(147,890,100.00)	(285,278,842.87)

NOTE 18 EMPLOYEE BENEFIT EXPENSES		
Particulars	As at 31 March, 2015	As at 31 March, 2014
Labour Charges	51902860.13	57496640.73
Salaries	18223710.00	14702838.00
Directors Remuneration	6000000.00	6000000.00
Staff Welfare	199883.00	355732.00
Employer's Provident Fund A/c	553753.00	68983.00
Bonus	529889.00	366114.00
Total	77,410,095.13	78,990,307.73

NOTE 19 FINANCIAL EXPENSES		
Particulars	As at 31 March, 2015	As at 31 March, 2014
Interest & Other Charges	45874456.7	35427210.81
		-
Total	45,874,456.70	35,427,210.81

NOTE 20 DEPRECIATION AND AMORTIZATION EXPENSES		
Particulars	As at 31 March, 2015	As at 31 March, 2014
Depreciation	15289780.02	7,947,285.05
		-
Total	15,289,780.02	7,947,285.05

NOTE 21 OTHER EXPENSES			
Particulars		**As at 31 March, 2015**	**As at 31 March, 2014**
Audit Fee		200000.00	100000.00
Advertisement		4582147.00	2313272.00
Approval Charges		0.00	0.00
Land Phase_III		0.00	0.00
Amc Charges		5998.57	136679.00
Business Promotion		106215.00	746119.00
Building Repair-Apptt.		0.00	50000.00
Communication Line Charges		0.00	388488.00
Computer Expenses		35472.20	48549.32
Consultancy Fees		0.00	0.00
Computer Software Expenses		0.00	97900.00
Charity & Donation		52000.00	101000.00
Consumables Stores		145860.00	143131.16
Custom Duty Expenses		357449.00	2715265.00
Clearing & Forwarding Expenses		0.00	134314.00
Commission A/c		1245555.00	1175000.00
Electricity Expenses		5292880.64	6372704.00
Foreign Travelling Expenses		585328.00	436350.00
Festival Expenses		0.00	605039.00
Fees To Architect		223438.00	899000.00
Freight & Octroi A/c		671084.00	1938306.18
Filing Fees		33600.00	32500.00
Fitting Charges		628600.00	0.00
Fees, Taxes & Subscription		2225257.00	663831.00
Gardening Expenses		727386.00	821971.00
General Expenses		167640.00	153514.00
Service Tax		0.00	226279.00
Hire Charges		295499.50	819896.45
Import Handling Charges		134322.00	127615.43
Installation Charges		133500.00	294290.00
Insurance Exps		481177.00	625499.00
Legal Expenses		41050.00	109064.00
Leave with Wages		832236.00	0.00
Loading & Unloading Charges		512423.00	471960.00
Misceleneous Expenses		103267.00	59633.15
Postage Expenses		20356.00	32625.00
Ptg. & Sty. Expenses		1037009.00	788576.00
Professional Charges		609900.00	619500.00
Preliminary Expenses w/off during year		523052.20	0.00
Petrol & Fuel Exp.		10214643.76	10334675.68
Rent Office		12000.00	186350.00
Repair & Maintenance		3278418.19	4491630.75
Security Exp.		1621310.00	1676250.00
Shipping Frieght		0.00	1276956.50
Travelling & conveyance Exps		481750.48	262146.00
Telephone Exps		376275.96	330384.00
Truck & Tripper Expenses		2399189.00	2388732.00
Total		40,393,289.50	45,194,995.62

AGI INFRA LTD.

66 FEET ROAD NEAR URBAN ESTATE PH-2, VILL. PHOLRIWAL, JALANDHAR

Schedule of Fixed Assets for the Year ending 31 March 2015

Schedule - '7'

S.N	Head of Account	Useful Life(Yrs)	Cost as on 01.04.2014	Additions	Total	Depreciation as on 01.04.2014	Dep. For the year	Total Depreciation	W.D.V. as on 31.03.2015	W.D.V as on 31.03.2014
1	Air Conditioner	10	1869674.14		1869674.14	380131.14	417368.00	797499.14	1072175.00	1489543.00
2	Binatone Telephone	5	33053.00		33053.00	7566.00	14587.00	22153.00	10900.00	25487.00
3	Car A/c	8	758731.00	3763819.00	4522550.00	665483.00	622135.00	1287618.00	3234932.00	93248.00
4	Cc Tv Cemera	10	195759.00		195759.00	49954.00	35183.00	85137.00	110622.00	145805.00
5	Computer A/c	3	435197.54	364606.00	799803.54	275422.54	153268.00	428690.54	371113.00	159775.00
6	Cooler	5	12100.00		12100.00	2878.00	5293.00	8171.00	3929.00	9222.00
7	Electrical Control Panles	10	70000.00		70000.00	16722.00	14780.00	31502.00	38498.00	53278.00
8	Fire Fighting Equipment	10	70000.00	2950.00	72950.00	17421.00	15601.00	33022.00	39928.00	52579.00
9	Furniture A/c	10	1214757.00	284818.00	1499575.00	190079.00	299578.00	489657.00	1009918.00	1024678.00
10	Genrator Set	10	2553415.00	690000.00	3243415.00	406552.00	712609.00	1119161.00	2124254.00	2146863.00
11	Hydra	15	1140000.00		1140000.00	306359.00	155641.00	462000.00	678000.00	833641.00
12	Machinery A/c	12	17830514.00		17830514.00	3418149.94	3054746.06	6472896.00	11357618.00	14412364.06
13	Merceedes Benz	8	4040019.00		4040019.00	2396095.00	564339.00	2960434.00	1079585.00	1643924.00
14	Miscleneous Pumps, Plants & Machinery	12	1162905.00		1162905.00	205771.04	220943.96	426715.00	736190.00	957133.96
15	Mobile Set	5	99807.00	2300.00	102107.00	12797.00	44527.00	57324.00	44783.00	87010.00
16	Motor Cycle/scooter	10	57586.00	168465.00	226051.00	48037.00	31778.00	79815.00	146236.00	9549.00
17	Office Equipments	10	242430.00		242430.00	118938.00	47104.00	166042.00	76388.00	123492.00
18	Pick-up Van	8	528872.00		528872.00	221645.00	101966.00	323611.00	205261.00	307227.00
19	Printer	3	85495.00		85495.00	58362.00	19443.00	77805.00	7690.00	27133.00
20	Shuttering Material	12	30404629.00		30404629.00	6293690.00	6282530.00	12576220.00	17828409.00	24110939.00
21	Storage Containers	12	775710.00		775710.00	90535.00	229256.00	319791.00	455919.00	685175.00
22	Tower Crane	15	2200000.00		2200000.00	547518.00	311108.00	858626.00	1341374.00	1652482.00
23	Truck/tractor	8	7254326.39		7254326.39	1070878.39	1875582.00	2946460.39	4307866.00	6183448.00
24	Ups System	10	194117.00		194117.00	45675.00	42254.00	87929.00	106188.00	148442.00
25	Water Cooler/water Purifier	10	82263.00		82263.00	16714.00	18160.00	34874.00	47389.00	65549.00
	Totals		**73311360.07**	**5276958.00**	**78588318.07**	**16863373.05**	**15289780.02**	**32153153.07**	**46435165.00**	**56447987.02**

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS

For AGI Infra Ltd

SD-
S.Sukhdev Singh
(Managing Director)

SD-
Salwinderjit Kaur
(Whole Time Director)

Proprietor
(R.S.Kalra)
M.No. : 086488
FRN : 007744N

SD-
Neelu Kapoor
(Company Secretary)

SD-
Anchal Kashyap
(Chief Financial officer)

CASH FLOW STATEMENT for the year ended 31st March, 2015.			
		(`INR in lacs)	
Particulars	**31st March, 2015**	**31st March, 2014**	
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit Before Tax as Restated	**418.36**	**408.71**	
Adjustment for :			
Depreciation & Amortisation	152.90	79.47	
Extra Ordinary Items	-	-	
Interest / Dividend Income	-7.07	-7.51	
(Profit) / Loss on sale on Fixed Assets	-	-	
Financial Costs	458.74	354.27	
Operating Profit before Working Capital Changes	**1022.93**	**834.94**	
Adjustment for :-			
(Increase) / Decrease in Inventories	-1478.90	-2,852.79	
(Increase) / Decrease in Trade Receivables	-111.48	-183.6	
Increase / (Decrease) in Trade Payables	-152.56	243.77	
Increase / (Decrease) in Short Term Provisions	21.84	46.41	
Increase / (Decrease) in Other current liabilities	442.68	1,903.72	
(Increase) / Decrease in Other Non Current Assets	0	21.4	
(Increase) / Decrease in short term loans & Advances	0	0	
(Increase) / Decrease in other Current Assets	-50.02	-57.69	
Cash Generated from Operations	**-1,328.44**	**-43.84**	
Direct Taxes Paid	-131.81	-136.90	
Net cash from /(used in) operating activities (A)	**-1,460.25**	**-180.74**	
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets (Incl CWIP)	-52.77	-301.5	
Sale of Fixed Assets	-	-	
Profit / (Loss) on sale of Fixed Assets	-	-	
Other non Current Investments	-23.60	-	
Purchase / Sale of Investments	-	-	
Interest / Dividend Income	7.07	7.51	
Net cash from/(used in) Investing activities (B)	**-69.30**	**-293.99**	
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds From issue of share capital (including Premium)	1499.04	-	
Share Application Money	-	-	
Increase/(Decrease) in Long Term Borrowing	185.47	725.83	
Increase/Decrease in Long Term Loans & Advances	-	-	
Increase/(Decrease) in Short Term borrowing	-	-	
Financial Costs	-458.74	-354.27	
Net cash from/(used in) financing activities (C)	**1,225.77**	**371.56**	
Net (Decrease)/Increase in cash and Cash Equivalents (A+B+C)	**719.15**	**-103.17**	
Cash and cash equivalents at beginnings of year	214.70	317.87	
Cash and cash equivalents at end of year	**933.85**	**214.70**	
As per our report of even date attached	**for and on behalf of AGI INFRA LTD**		
FOR R.S.KALRA & ASSOCIATES	SD-	SD-	
CHARTERED ACCOUNTANTS	S.Sukhdev Singh	Salwinderjit Kaur	
	(Managing Director)	(Whole Time Director)	
Proprietor			
(R.S.Kalra)			
M.No. : 086488	SD-	SD-	
FRN : 007744N	Neelu Kapoor	Anchal Kashyap	
	(Company Secretary)	(Chief Financial officer)	

AGI INFRA LIMITED

Corporate Identification No. (CIN) – U45200PB2005PLC028466
Registered Office: Jalandhar Heights, 66 Ft. Road,Village Pholriwal,
Near Urban Estate Phase-II, Jalandhar
Tel. No.-91-181-2681986, Fax-91-818-2681886 , E-mail:info@agiinfra.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Folio No./DP ID-Client ID	
Name and Address of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block	

I hereby record my presence at the _____ Annual General Meeting of the Company on_____, the _____, and 2015 at _____A.M. at _____

Signature of the Shareholder/Proxy/Representaive*

*Strike out whichever is not applicable

Note:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS

2. Copy of the Annual Report 2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent to all the members at their respective address registered with the company.

AGI INFRA LIMITED

Corporate Identification No. (CIN) – U45200PB2005PLC028466
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Tel. No.-91-181-2681986, Fax-91-818-2681886 , E-mail:info@agiinfra.com

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: _____
Name of the company: _____-
Registered office: _____

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the member (s) of ……. 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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ……..Annual general meeting/ …….Extraordinary general meeting of the company, to be held on the …… day of……. At……. a.m. / p.m. at…… (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1…….
2…….

Signed this…… day of…… , 2015

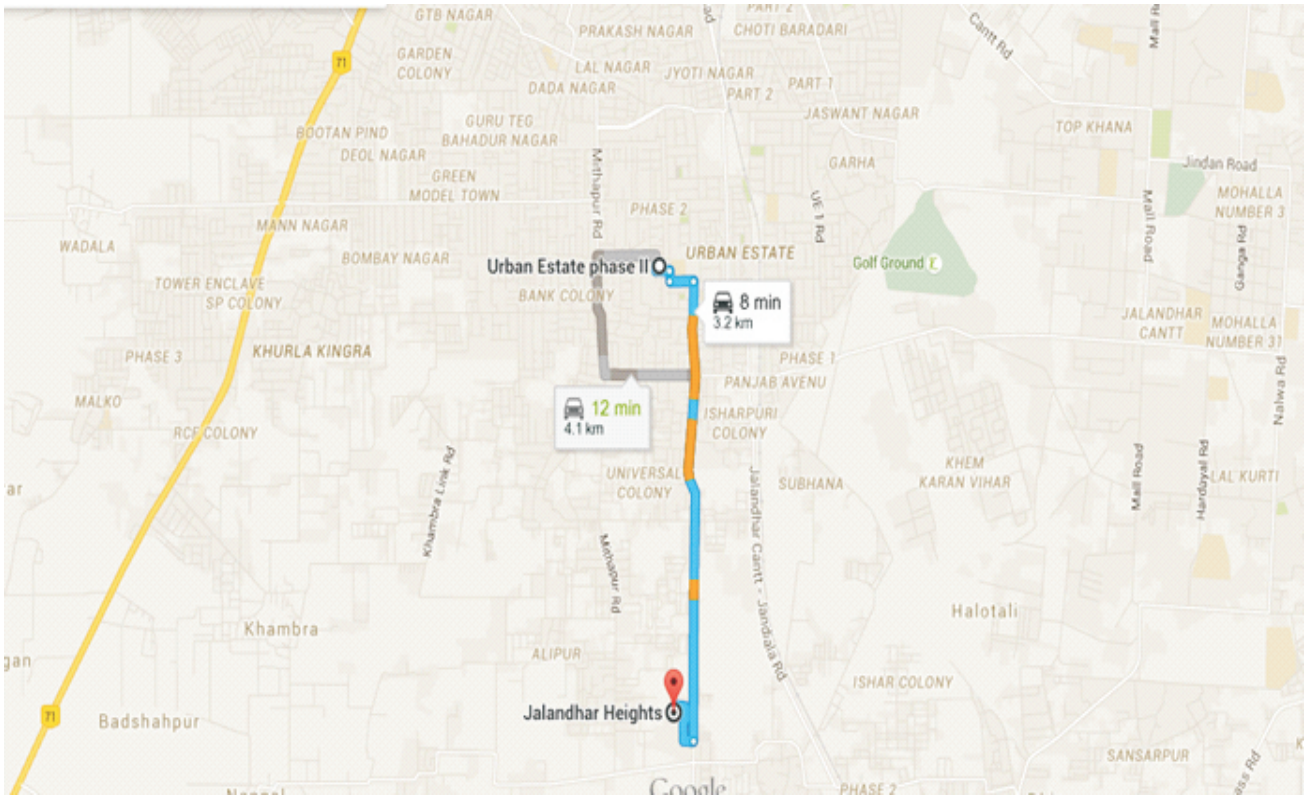
Signature of Shareholder ……..

AFFIX
REVENUE
STAMP

Signature of Proxy holder(s)…….
Note: This form 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 meeting

ROUTE MAP

Registered office: Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar-144001



PROMINENT LANDMARK:Near Urban Estate-Phase II



Jalandhar Heights, 66 Ft. Road, Village Pholriwal,
Near Urban Estate Phase-II, Jalandhar City (Punjab) INDIA
T: 0181-2681986 | Tel/Fax: 0181-2681886
info@agiinfra.com | www.agiinfra.com