AGI INFRA LIMITED

CIN: L45200PB2005PLC028466
Regd Office: S.C.O 1-5, Urbana, Jalandhar Heights-II,
Jalandhar, Punjab-144022
Tel No.0181-2986844, 2921991
Email: info@agiinfra.com I Website:www.agiinfra.com

Notice

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF THE AGI INFRA LIMITED ("the Company") WILL BE HELD ON MONDAY, SEPTEMBER 29, 2025 AT 3:30 P.M.(IST) AT THE REGISTERED OFFICE OF THE COMPANY AT SCO 1-5, URBANA, JALANDHAR HEIHGTS-II,JALANDHAR PUNJAB-144022 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No.1 To consider and adopt

a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31,2025 and the Reports of the Board of Directors and the Auditors thereon and
b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of Auditors thereon.

Item No.2 Appointment of Mrs. Salwinderjit Kaur, Whole Time Director (DIN: 00798804), who is liable to retire by Rotation

To appoint director in place of Mrs. Salwinderjit Kaur, Whole Time Director (DIN: 00798804)) who retires by rotation and being eligible, offers herself for re-appointment

Item No.3 – Confirmation of payment of Interim Dividend as Final Dividend for the Financial year 2024-25

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

"RESOLVED THAT the interim dividend @ 10% i.e Re.0.50 per share on 24433440 Equity Shares paid to the shareholders for the financial year ended March 31, 2025, as per the resolution passed by the Board of Directors at their meeting held on March 10, 2025 be and is hereby noted and confirmed as final dividend for the Financial Year ended March 31, 2025."

SPECIAL BUSINESS:

Item No.4. Appointment M/s M.L Arora & Associates, Practicing Company Secretaries, Ludhiana (M.No.F1226 and CP.No. 2646) as a Secretarial Auditors 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 the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, **M/s M.L Arora & Associates, Practicing Company Secretaries, Ludhiana (M.No.F1226 and CP.No. 2646)** be and are hereby appointed as Secretarial Auditors of the Company for a term of 5(Five) consecutive years, from the Financial Year 2025-26 to Financial Year 2029-30 at a remuneration as may be determined by the Board of Directors of the

Company (including its Committee thereof) in consultation with the Secretarial Auditors.

Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed necessary or expedient to give effect to this Resolution."

Item No.5.Ratification of remuneration of Cost Auditors for Financial Year(s) 2025-26

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee, the members hereby approve and ratify, the remuneration payable to M/s Khushwinder Kumar & Co, Cost Accountants (Firm Registration No. 100123) as the Cost Auditors of the Company for the Financial Year 2025-26 as fixed by the Board."

Item No.6. Approval of Material Related Party Transaction with AGI Construction Private Limited

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

"**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Section 2(76),177,188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder [including any statutory modification(s) or re-enactment (s) thereof for the time being in force], other applicable laws / statutory provisions, if any, the Company's Policy on Material Related Party Transactions and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/ empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution)for the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and AGI Construction Private Limited, Related Party as per section 2(76)(vi) of the Companies Act, 2013 and 2(1)(zb) Regulation of SEBI (LODR) Regulations, 2015 of the Company, on such terms and conditions as may be mutually agreed between the Company and AGI Construction Private Limited, for an aggregate value not exceeding Rs.325 Crores from the end of the 20th Annual General Meeting to the March 31,2030, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s)/ agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects."

Regd Office:
S.C.O 1-5, Urbana
Jalandhar Heights-II,
Jalandhar, Punjab-144022

By Order of the Board
AGI INFRA LIMITED
Sd/-
Aarti Mahajan
Membership No.38396
Company Secretary

Date: 28.08.2025
Place:Jalandhar

Notes

1. A MEMBER ENTITLED TO ATTEND AND A VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Authorised Representatives of the corporate members intending to participate in the AGM pursuant to section 113 of the Act, are requested to send to the company an email at: info@agiinfra.com, a certified copy of the relevant Board Resolution/ Authority Letter etc. authorizing them to attend the meeting.

3. Members intending to seek any clarification on the accounts, in the meeting, are requested to inform the company at least seven days in advance from the date of the Annual General Meeting. In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/ CFDPoD- 2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI, the Notice of the 20TH AGM along with the Annual Report of the Company for the financial year ended March 31, 2025 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA") or with their respective Depository Participant/s (DPs)

Members may note that the Notice and Annual Report for the financial year ended March 31, 2025 is also available on the Company's website www.agiinfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the remote e-Voting facility) at www.evoting.nsdl.com. The Company will also be sending printed copies of the Annual Report 2024- 25 to the shareholders on receipt of specific requests.

4.The details of the director(s) seeking appointment/ re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (''Listing Regulations'') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as ''Annexure I''. The Board of Directors has recommended all the proposed appointments / re-appointments of the Director(s).

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special businesses for Item No. 4 to 6, to be transacted at the Annual General Meeting ('AGM') is annexed to notice hereto.

6. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their E-mail Ids by sending written request to our RTA M/s Bigshare Services Private Limited and update with the concerned Depository Participant in respect of shares held in Demat form, to enable the Company to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.

7. The Register of Members and the Share Transfer Books of the Company shall remain closed from **Tuesday September 23, 2025 to Monday, September 29, 2025 (both days inclusive).**

8. The facility of remote E-voting is being provided to the members to cast their votes in regard to the above resolutions. The members, holding shares in demat form, as on the **Cut-Off date Monday, September 22, 2025** (end of business hours), may cast their vote by e-voting. Any person who acquires shares of the company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date for e-voting, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote-e-voting then he/she can use his/her existing user ID and password for casting the vote.

9. Members holding shares in Demat form, should furnish any change in their bank accounts, addresses and E-mail IDs etc. to

their respective Depository Participants.

10.Members are hereby informed that, Dividends which remain unclaimed/unencashed for over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act & Rules thereunder.

11.Members, who have not en-cashed their dividend Demand Draft for Interim Dividend for 2019-20, 2020-21, 2021-22 2022-23, 2023-24 and 2024-25 and Final Dividend for the financial year 2017-18 may approach the company for revalidation of the original dividend Demand Draft or for obtaining duplicate dividend Demand draft. The unpaid/unclaimed amount will be deposited in the Investors Education and Protection Fund as per the schedule given below:

Dividend for Financial Year	Date of declaration	Due date for Deposit
2017-18 (Final)	28.09.2018	29.10.2025
2019-20 (Interim Dividend)	19.03.2020	21.04.2027
2020-21 (Interim Dividend)	15.03.2021	19.04.2028
2021-22 (Interim Dividend)	14.03.2022	18.04.2029
2022-23 (Interim Dividend)	13.03.2023	12.04.2030
2023-24 (Interim Dividend)	11.03.2024	16.04.2031
2024-25 (Interim Dividend	10.03.2025	16.04.2032

12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to notify their PANs to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PANs to the Company / RTA.

13. The Company has appointed CS Madan Lal Arora of M/s M.L Arora & Associates, Practicing Company Secretaries as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

14.The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.agiinfra.com and on the website of the NSDL at www.evoting.nsdl.com immediately after declaration. The Company shall simultaneously forward the results to NSE Limited and BSE Limited, where the shares of the Company are listed.

Procedure for remote E-Voting for AGM

1. The e-voting period commences on Friday, September 26, 2025 at 9:00 A.M (IST) and ends on Sunday, September 28, 2025 at 5:00 P.M (IST). During this period Members of the Company, holding shares in dematerialized form, as on the Cut-Off date Monday, September 22, 2025 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

2. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Monday, September 22, 2025.**

3. The Scrutinizer, after scrutinizing the votes cast at the AGM & through e-voting, will not later than 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report and submit the same to the Chairperson/Managing Director or a person authorized by him in writing. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company-www.agiinfra.com and on the website of NSDL. The results shall be simultaneously communicated to the BSE Limited and National Stock of Exchange of India (NSE).

4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed.

5. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, September 26, 2025 at 9:00 A.M (IST) and ends on Sunday September 28, 2025 at 5:00 P.M (IST). **The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.** Monday, September 22, 2025 **may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being** Monday, September 22, 2025.

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.

	Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mlaroracs2005@yahoo.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.com

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

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) to info@agiinfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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

Item No. 4

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for the appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, a Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on May 29, 2025 have approved and recommended to the Shareholders for the appointment of M/s M.L Arora & Associates, (M.No.F1226 and CP.No. 2646), a Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years from the Financial Year 2025-26 to Financial Year 2029-2030.

Furthermore, The firm is led by Mr. Madan Lal Arora, is a fellow member of the Institute of Company Secretaries of India having good working experience and proficiency in all the matters related to Company Law, SEBI and other various business laws .In terms of the amended regulations, Mr. Madan Lal Arora of M/s M.L Arora & Associates, (M.No.F1226 and CP.No. 2646) has provided a confirmation that he has subjected himselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. He has confirmed that he is not disqualified from being appointed as Secretarial Auditors and that he has no conflict of interest. He has further furnished a declaration that he has not taken up any prohibited non-secretarial audit assignments for the Company.

M/s M.L Arora & Associates, Practicing Company Secretaries, Ludhiana (M.No.F1226 and CP.No. 2646) is a Peer Reviewed firm having professional experience of more than 20 years of Secretarial work of Listed and unlisted entities along with Corporate governance and Compliance related to SEBI, Company Law and various other business laws.

The Company has received consent and eligibility letter from M/s M.L Arora & Associates to act as the Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Companies Act, 2013,

Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, and other applicable rules, if any.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for appointment of M/s M.L Arora & Associates, as Secretarial Auditors of the Company for a period of 5 (Five) years. None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. The Board recommends the Resolution set forth in Item No. 4 for the approval of the Members.

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Khushwinder Kumar & Co. as the cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors i.e. Audit fee of Rs.75,000/- plus applicable taxes (if any), for the financial year ending March 31, 2026 by passing an Ordinary Resolution as set out at Item No.5 of the Notice.

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.

Item No. 6

Pursuant to the provisions of Regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of the Company, material related party transactions require approval of Audit Committee, Board of Directors and the shareholders of the Company through ordinary resolution. According to the provisions 'Material Transaction' for this purpose means, transaction(s) entered/to be entered into individually or taken together with previous transactions during a financial year, exceeds 1000 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower.

The Company is in the business of development and construction of flats and houses and is having a wholly subsidiary Company "AGI Cold Chain Private Limited". The annual consolidated turnover of the Company as on March 31, 2025 is Rs.337.45 crore (excluding duties and taxes)

In furtherance of its business activities, Company AGI Infra Limited will enter into transactions / contract(s) / agreement(s) / arrangement(s) with AGI Construction Private Limited in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188 of the Companies Act, 2013.

The Audit Committee and the Board of Directors of the Company in their respective meetings held on August 28, 2025, accorded their approval for seeking an enabling approval of the members to the proposed material related party transactions as set out in the Item No. 6 of this Notice.

The details as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

S. No	Particulars	Details of transaction
1.	Name of the related party	AGI Construction Private Limited Related Party as per section 2(76)(vi) of the Companies Act, 2013 and 2(1)(zb) Regulation of SEBI (LODR) Regulations, 2015
2.	Name of the director or key managerial personnel who is related, if any	Mr. Sukhdev Singh Khinda, Managing Director of the Company has indirect interest in the AGI Construction Private Limited
3.	Nature of relationship	Mr. Sukhdev Singh Khinda, Managing Director of the Company has indirect interest in the AGI Construction Private Limited
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Construction Contract for the purpose of construction of buildings of Group Housing Residential Projects having area 2796000 sq.ft for the value not exceeding Rs. 325 Crores from the end of the 20th Annual General Meeting to the March 31,2030
5.	Any other information relevant or important for the members to take a decision on the proposed resolution.	NA

The details of transactions as required in pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is set forth below:

S.No.	Particulars	Details of transaction
1.	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	AGI Construction Private Limited Related Party as per section 2(76)(vi) of the Companies Act, 2013 and 2(1)(zb) Regulation of SEBI (LODR) Regulations, 2015
2.	Type, material terms, monetary value and particulars of the proposed RPTs.	Construction Contract for the purpose of construction of buildings of Group Housing Residential Projects having area 2796000 sq.ft for the value not exceeding Rs. 325 Crores from the end of the 20th Annual General Meeting to the March 31,2030
3.	Tenure of the proposed transaction (particular tenure shall be specified)	From the end of the 20th Annual General Meeting to the March 31,2030
4.	Value of Transaction	Upto Rs.325 Crores
5.	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	96.31 %
6.	Justification for the proposed RPTs.	The AGI Infra Limited is in the business of construction of real estate project and AGI Construction Private Limited is doing the work of Construction. In order manage the construction of Residential Project the transaction is proposed. The transaction is in the interest of both the parties.

7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	
	a. Details of the source of funds in connection with the proposed transaction.	Not Applicable
	b. details of financial indebtedness incurred	Not Applicable
	c. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of the security; and	Not Applicable
	d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Not Applicable
8.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.	Not Applicable
9.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship.	Mr. Sukhdev Singh Khinda, Managing Director of the Company has indirect interest in the AGI Construction Private Limited
10.	Any other information relevant or important for the members to take a decision on the proposed transaction	NA

None of the Directors and Key Managerial Personnel or their relatives other than Mr. Sukhdev Singh Khinda and his relative are in any way concerned or interested in the resolution.

Based on the recommendation of the Audit Committee, the Board recommends the ordinary resolution as set out in Item No. 6 of the Notice for approval by the Members.

ANNEXURE - I DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 20th ANNUAL GENERAL

MEETING [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

NAME OF DIRECTOR	Salwinderjit Kaur (DIN: 00798804)
Item No.	2
Date of Birth Age	07/07/1959 and 66 Years
Nationality	Indian
Qualification	She holds a Bachelor's degree in Arts from Punjab University. Mrs. Salwinderjit Kaur, aged 66, is one of the founding members of AGI Infra Limited. She has a professional experience of more than 18 years in the field of interior decoration and green development. She is engaged in the interior designing work of the residential flats that Company develop. She has in-depth knowledge of the core business of the Company i.e. Construction and Real Estate Development. She plays a pivotal role in the strategic activities of the Company.

Experience	More than 18 Years
Terms & Conditions for Appointment/reappointment	Reappointment by virtue of retirement by rotation.
Details of Remuneration sought to be paid	NA (Since proposed for reappointment by virtue of retirement by rotation)
Last Remuneration Drawn	Rs.48,00,000/- P.A
Number of Meetings of the Board attended during the year (2024-25)	10 out of 10
Date of first appointment on the Board	27.05.2005
No. of shares held in the Company	24,50,000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is wife of Mr. Sukhdev Singh Khinda Managing Director of the Company.
Directorships held in other Companies	AGI Hospitalities Private Limited AGI Cold Chain Private Limited AGI Infra Foundation
Chairman/ Member of the Committee of the Board of Directors of our Company	Corporate Social Responsibility Committee: Member
Committee position held in other listed companies	Nil
Listed entities from which the person has resigned in the past three years	None

Regd Office:
S.C.O 1-5, Urbana
Jalandhar Heights-II,
Jalandhar, Punjab-144022

Date: 28.08.2025
Place:Jalandhar

By Order of the Board
AGI INFRA LIMITED
Sd/-
Aarti Mahajan
Membership No.38396
Company Secretary

AGI INFRA LIMITED
Regd Office: S.C.O 1-5, Urbana, Jalandhar Heights-II,
Jalandhar, Punjab-144022
Email: info@agiinfra.com Website:www.agiinfra.com
CIN: L45200PB2005PLC028466

ATTENDANCE SLIP
ANNUAL GENERAL MEETING –MONDAY, SEPTEMPER 29, 2025 AT 3:30 P.M

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

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

I hereby record my presence at the 20th Annual General Meeting of the Company being held on **Monday, September 29, 2025** at **3.30 P. M** at the registered Office of the Company at SCO 1-5, Urbana, Jalandhar Heights-II Jalandhar, Punjab-144022.

.....

Signature of Member/Proxy

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

Form No- MGT-11
(PROXY FORM)

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

AGI INFRA LIMITED
Regd Office: S.C.O 1-5, Urbana, Jalandhar Heights-II,
Jalandhar, Punjab-144022
Email: info@agiinfra.com Website:www.agiinfra.com
CIN: L45200PB2005PLC028466

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on the **Monday, September 29, 2025** at **3.30 P. M** at the registered Office of the Company at SCO 1-5, Urbana, Jalandhar Heights-II Jalandhar, Punjab-144022 in respect of such resolutions as are indicated below:

Resolution No.

1.	2.	3.
4.	5.	6.

Signed this .....day of 2025

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Route Map of Venue of Annual General Meeting: SCO 1-5, Urbana, Jalandhar Heights-II Jalandhar, Punjab-144022

