AGI INFRA LIMITED
CIN: L45200PB2005PLC028466
Regd. Office: S.C.O 1-5, URBANA, JALANDHAR HEIGHTS-II,
JALANDHAR, PUNJAB-144022.
Tel No.: 0181-2921991, 2986844
Website: www.agiinfra.com**; Email:** info@agiinfra.com

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Thursday, May 28, 2026 at 9:00 a.m. (IST)	Friday, June 26, 2026 at 5:00 p.m. (IST)

NOTICE is hereby given to the members of AGI Infra Limited ("the Company") pursuant to the provisions of Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020,33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022,09/2023 dated September 25, 2023 , 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter collectively referred to as 'MCA Circulars') and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the resolution as set out in this notice is proposed for approval of the Shareholders of the Company through postal ballot ("Postal Ballot") by way of remote e-voting and/or through physical postal ballot form.

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form is being sent only through electronic mode to those Members whose e-mail addresses are registered with AGI Infra Limited ('the Company')/ Bigshare Services Private Limited, Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. However, in order to facilitate voting by members who may not able to access e-voting facilities, they may cast their votes by physical Postal Ballot Form, as per the instructions contained in the notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at www.agiinfra.com, BSE Limited at www.bseindia.com, and National

Stock Exchange of India (NSE) at www.nseindia.com on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday June 26, 2026. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board has appointed Mr. Madan Lal Arora of M/s M.L Arora & Associates, Practicing Company Secretaries, (Membership No. F1226, CP No. 2646) as the scrutinizer ("Scrutinizer") to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

SPECIAL BUSINESS

ITEM NO. 1:

APPOINTMENT OF MRS. NANDINI KWATRA (DIN: 11625130) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Nandini Kwatra (DIN: 11625130), who was appointed as an Additional Director of the Company by the Board of Directors effective from March 30, 2026 in terms of Section 161 of the Act, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from March 30,2026 not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from March 30,2026 to March 29, 2031.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 20.05.2026
Place: Jalandhar

By Order of the Board of Directors
Sd/-
Aarti Mahajan
Company Secretary
M. No. A38396

Registered Office:
SCO 1-5, Urbana,
Jalandhar Heights-II, Punjab
Tel:0181-2921991
Email: info@agiinfra.com
Website: www.agiinfra.com
CIN: L45200PB2005PLC028466

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA, as **Friday, May 15, 2026 ("Cut-Off Date")** or who may register their e-mail address in accordance with the process outlined in this Notice.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting and physically through Postal Ballot It is however clarified that, all Members of the Company as on the **Friday, May 15, 2026 ("Cut-Off Date")** (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, May 15, 2026 being the cut-off date fixed for the purpose.**
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned in this notice below.
6. The remote e-Voting shall commence on **Thursday, May 28, 2026 at 9:00 a.m. (IST)** and shall end on **Friday, June 26, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
7. Members have option to vote either through e-voting or through physical Postal Ballot Form. If a Member has opted for e-voting, then he/she/they should not vote by physical Postal Ballot also and vice versa. However, in case Members cast their vote both via physical Postal Ballot and e-voting, then voting done through electronic means shall prevail and voting done by Physical Postal Ballot shall be treated as INVALID.
8. Members have the option either to vote through the e-voting process or through the physical Postal Ballot Form. Persons who are Members as on **Friday, May 15, 2026 ('Cut-Off Date'**) and (i) who have received this Notice by e- mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories / Depository Participants and wish to vote through Postal Ballot can participate in the voting on Postal Ballot.
9. The Board of Directors has appointed CS Madan Lal Arora (Membership No. F1226, CP No. 2646) of M/s. M.L Arora & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
10. In case any Member opts to vote physically, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website, viz., www.agiinfra.com or may be obtained from the Company by writing at info@agiinfra.com**.** The company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member and member shall return the same in original, duly completed and signed, so as to physically reach the Scrutinizer, viz., CS Madan Lal Arora of M/s. M.L Arora & Associates, Practising Company Secretaries,43, Lane No. 1, Model Gram, Ludhiana-141002 on or before **Friday, June 26, 2026 at 5:00 p.m. (IST),**failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would

be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date.

11. Please note that the Postal Ballot Form shall be considered invalid if: (i) the form other than the one annexed to this Postal Ballot Notice has been used; and/or (ii) it has not been signed by or on behalf of the Member; and/or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/or (v) neither assent nor dissent is mentioned; and/or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/or (x) the Member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.

12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of voting by Postal Ballot will be announced on or before **Sunday, June 28, 2026** at the registered office of the Company at SCO 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022

13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.agiinfra.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
14. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting or Physical Postal Ballot Form will be deemed to have been passed on the last date specified for e-Voting or voting by Physical Postal Ballot Form i.e., **Friday, June 26, 2026 at 5:00 p.m. (IST),** Further Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
15. Members may download the Notice of Postal Ballot and Postal Ballot Form from the website of the Company at https://www.agiinfra.com or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE Limited at www.bseindia.com and website of National Stock Exchange of India (NSE) at www.nseindia.com

16. The vote in this Postal Ballot cannot be exercised through proxy.

17. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to info@agiinfra.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

18. **Process to cast votes through remote e-Voting**

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

Step 1: Access to NSDL e-Voting system

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
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
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. 1800-21-09911

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.in Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager- NSDL 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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to info@agiinfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) to info@agiinfra.com. 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.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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

Date: 20.05.2026
Place: Jalandhar

Registered Office:
SCO 1-5, Urbana,
Jalandhar Heights-II, Punjab
Tel:0181-2921991
Email: info@agiinfra.com
Website: www.agiinfra.com
CIN: L45200PB2005PLC028466

By Order of the Board of Directors
Sd/-
Aarti Mahajan
Company Secretary
M. No. A38396

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company in their meeting held on March 30, 2026 has appointed Mrs. Nandini Kwatra (DIN: 11625130) as an Additional Director under the category of the Independent Director of the Company w.e.f. March 30, 2026 pursuant to Section 161 of the Companies Act, 2013 subject to the approval of Members of the Company.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Mrs. Nandini Kwatra as an Independent Director of the Company by way of Postal Ballot.

In terms of the Listing Regulations, the appointment of Independent Director requires approval of the Shareholders by way of Special Resolution. Therefore, the appointment of Mrs. Nandini Kwatra is recommended to be approved by the Shareholders by way of a Special Resolution.

Mrs. Nandini Kwatra is a member of the Institute of Chartered Accountants of India and has Bachelor's Degree in Commerce. She is highly skilled and experienced Chartered Accountant with over 11 years of expertise in taxation, Auditing, and Financial advisory services. Became a Chartered Accountant at the age of 23 and gained extensive industry exposure by working with renowned firms and listed companies before establishing an independent practice. Additionally, completed the Diploma in Information System Audit (DISA), enhancing expertise in IT governance, risk management, and system audits. Committed to delivering high-quality financial solutions to businesses across various sectors.

The Company has received the consent in writing from her to act as Director of the Company. Aforesaid independent director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws. The Company has also received declaration from her stating that she meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. The Company has also received declaration from her stating that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority. In the opinion of the Board, she fulfils the criteria of independency and the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

As per the opinion of the Board, she fulfils the criteria specified in the Act & the Rules framed thereunder and the Listing Regulations for her appointment as an Independent Director.

The NRC and the Board is of the view that Mrs.Nandini Kwatra possesses most of the skills/ expertise/ competencies identified with core expertise in Strategic Planning, Financial and Governance.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company. She shall be entitled for remuneration by way of fee for attending meetings of the Board or Committees thereof in accordance with the provisions of the Act.

In terms of Section 149 & other applicable provisions of the Act read with Schedule IV thereto and applicable Regulations of the Listing Regulations, approval of the Shareholders is being sought by way of Special Resolution for appointment of Mrs.Nandini Kwatra as an Independent Director of the Company for a term of 5 (five) years commencing from March 30, 2026 and ending on March 29, 2031.

Except Mrs.Nandini Kwatra and her relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed resolution as set out at item no. 1 by way of a Special Resolution.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT [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 the Director	Mrs.Nandini Kwatra
DIN	11625130
Age (in years)	35 Years
Qualification	Chartered Accountant
Date of first Appointment on the Board	30.03.2026
Brief profile, experience and expertise in specific functional areas	Mrs. Nandini Kwatra is a member of the Institute of Chartered Accountants of India and has Bachelor's Degree in Commerce. She is highly skilled and experienced Chartered Accountant with over 11 years of expertise in taxation, Auditing, and Financial advisory services. Became a Chartered Accountant at the age of 23 and gained extensive industry exposure by working with renowned firms and listed companies before establishing an independent practice. Additionally, completed the Diploma in Information System Audit (DISA), enhancing expertise in IT governance, risk management, and system audits. Committed to delivering high-quality financial solutions to businesses across various sectors.
Terms and conditions of Appointment	Appointment as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from March 30,2026 to March 29, 2031. For further details, refer Notice and Explanatory Statement.
Remuneration last drawn (₹ in Crores)	Nil
Number of meetings of the Board attended during the financial year	1

Shareholding in the Company	Nil
Relationship with other Director / KMP in the Company	Nil
Directorship held in other Companies	Nil
Chairmanship / Membership of Committees in companies including those in the Company	Member of Audit Committee
Listed entities from which the Director has resigned in the past three years	Nil
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018.	Mrs. Nandini Kwatra is not debarred from holding the office of director pursuant to any SEBI order or any other authority

Date: 20.05.2026
Place: Jalandhar

By Order of the Board of Directors
Sd/-
Aarti Mahajan
Company Secretary
M. No. A38396

Registered Office:
SCO 1-5, Urbana,
Jalandhar Heights-II, Punjab
Tel:0181-2921991
Email: info@agiinfra.com
Website: www.agiinfra.com
CIN: L45200PB2005PLC028466

AGI INFRA LIMITED
CIN: L45200PB2005PLC028466
Regd. Office: S.C.O 1-5, URBANA, JALANDHAR HEIGHTS-II,
JALANDHAR, PUNJAB-144022.
Tel No.: 0181- 2921991, 2986844,
Website: www.agiinfra.com**; Email:** info@agiinfra.com

POSTAL BALLOT FORM **S.No.**

VOTING STARTS ON	VOTING ENDS ON
Thursday, May 28, 2026 at 9:00 a.m. (IST)	Friday, June 26, 2026 at 5:00 p.m. (IST)

Name and Registered Address of the Member(s)	:	
Name of the Joint Holder (s), if any	:	
Registered Folio No./DP ID and Client ID No.	:	
No. of Shares Held	:	

I/we hereby exercise my/our vote in respect of the following Resolution to be passed through Postal ballot for the special businesses stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark in the appropriate box below:

S.No.	SPECIAL BUSINESS	No of Shares	Assent (For)	Dissent (Against)
1.	**Special Resolution:** APPOINTMENT OF MRS. NANDINI KWATRA (DIN:11625130) AS AN INDEPENDENT DIRECTOR OF THE COMPANY			

Place:
Date:

Signature of Member/Authorised Signatory

ELECTRONIC VOTING PARICULARS

EVEN	USER ID	PASSWORD

1. If the voting rights are exercised by e-voting, there is no need to use this form.
2. Please read carefully the instructions overleaf before exercising your vote.

General Instructions for Voting through Physical Postal Ballot Form:

a. A member desiring to exercise his/her vote by postal ballot form, such Member is requested to carefully read the instructions given in the Postal Ballot Form. Such Member can take printout of the Postal Ballot Form attached to this Notice of Postal Ballot or may also download and print it from the Company's website i.e www.agiinfra.com or may be obtained from the Company by writing at info@agiinfra.com. The company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member and member shall return the same in original, duly completed and signed, so as to physically reach the Scrutinizer, viz., CS Madan Lal Arora of M/s. M.L Arora & Associates, Practising Company Secretaries,43, Lane No. 1, Model Gram, Ludhiana-141002 on or before **Friday, June 26, 2026 at 5.00 p.m. (IST**),failing which, it will be strictly treated as if no reply has been received from the Member. The Company, in no way, would be responsible for late / non delivery of Postal Ballot Form on account of any reason whatsoever. Therefore, the Members are requested to send the duly completed Postal Ballot Form well before the last date. The Members are also requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.

b. Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.

c. The votes should be cast in favour of or against the resolution by putting the tick mark (√) in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the column will render the form invalid.

d. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.

e. The Postal Ballot Form shall not be exercised by a Proxy.

f. In case of shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority of the Shareholder.

g. Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.

h. In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.

i. The vote(s) of a member will be considered invalid, inter alia, on any of the following grounds:

1. If a form other than the Postal Ballot Form issued by the Company is used;

2. If the Postal Ballot Form has not been signed by the Member or if the Member's signature does not tally with the specimen signature of the Company;

3. If the Member has put a tick mark (✓) in both the columns, that is, for 'Assent' and also for 'Dissent' to the resolutions in such manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;

4. If assent or dissent is not mentioned and if the Postal Ballot Form is incomplete or incorrectly filled;

5. If the Member has made any amendment to the resolution or imposed any condition while exercising his / her / their vote;

6. If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;

7. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.

j. There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.

k. In case members cast their vote both via physical ballot form and e-voting, then voting through e-voting shall prevail and voting done by physical ballot form shall be treated as invalid.

l. Members who are desirous of casting their votes by e-voting may following e-voting procedure given in the Postal Ballot Notice.

m. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.