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
Tuesday, October 06, 2026 at 9:00 a.m. (IST)	Wednesday, November 04, 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:

TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES, IN ONE OR MORE TRANCHES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENTS (QIP)

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions of the Companies Act, 2013, as amended from time to time ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and other applicable rules made thereunder, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"), particularly Chapter VI thereof relating to Qualified Institutions Placement, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, and other applicable laws, rules, regulations, circulars, notifications, guidelines and directions issued by the Securities and Exchange Board of India ("SEBI"), the stock exchanges on which the Equity Shares of the Company are listed ("Stock Exchanges"), the Ministry of Corporate Affairs ("MCA") and such other statutory and regulatory authorities, as may be applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from SEBI, the Stock Exchanges, MCA and/or any other statutory or regulatory authority, and subject to such terms, conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions, consents or sanctions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee thereof authorised for the time being by the Board to exercise its powers, including the powers conferred by this Resolution) to create, offer, issue and allot, in one or more tranches, such number of fully paid-up Equity Shares of the Company ("Equity Shares") as may be determined by the Board, to Qualified Institutional Buyers ("QIBs"), as defined under the SEBI ICDR Regulations, through one or more Qualified Institutions Placement(s) ("QIP"), for an aggregate amount not exceeding **₹ 275 Crore (Rupees Two Hundred and Seventy Five Crore only)**, inclusive of such premium as may be determined in accordance with applicable laws, on such terms and conditions and at such price as may be determined by the Board in accordance with the applicable provisions of the Act and the SEBI ICDR Regulations, including Chapter VI thereof, and as may be permitted under applicable laws, in consultation with the Book Running Lead Manager(s) and/or other advisors appointed in relation to the proposed QIP(s);

RESOLVED FURTHER THAT the proposed QIP(s) shall be undertaken in accordance with the applicable provisions of the Act, including Sections 42 and 62(1)(c) thereof, read with the applicable rules made thereunder, and the applicable provisions of Chapter VI of the SEBI ICDR Regulations, and the Equity Shares proposed to be issued and allotted pursuant to the QIP(s) shall rank pari passu in all respects with the existing Equity Shares of the Company, including in respect of dividend and voting rights, from the date of allotment thereof, subject to applicable laws;

RESOLVED FURTHER THAT the relevant date for determining the floor price of the Equity Shares proposed to be issued pursuant to the QIP(s) shall be the date as determined in accordance with the applicable provisions of the SEBI ICDR Regulations, including Regulation 171 thereof, as amended from time to time, and the issue price shall be determined in accordance with the applicable pricing provisions of the SEBI ICDR Regulations, including Regulation 176 thereof, as amended from time to time;

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to the QIP(s) shall be offered and allotted only to such QIBs as are eligible to participate in the QIP in accordance with the SEBI ICDR

Regulations and other applicable laws, and no allotment shall be made, directly or indirectly, to any QIB who is a promoter or any person related to the promoters of the Company, except as may be permitted under applicable laws;

RESOLVED FURTHER THAT the allotment of the Equity Shares pursuant to the QIP(s) shall be completed within the period prescribed under the applicable provisions of the Act and the SEBI ICDR Regulations, and the Equity Shares so allotted shall be fully paid-up and issued in dematerialised form;

RESOLVED FURTHER THAT the Equity Shares proposed to be issued pursuant to the QIP(s) shall be subject to such lock-in and transferability restrictions as may be prescribed under the SEBI ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, in its absolute discretion, the number of Equity Shares to be issued and allotted, the issue size, issue price, timing, tranche(s), terms and conditions of the QIP(s), the eligible QIBs to whom the Equity Shares shall be offered and allotted, the manner of allocation and allotment, and all other matters incidental or ancillary to the proposed QIP(s), in accordance with the Act, SEBI ICDR Regulations and other applicable laws; the pricing of the Equity Shares shall be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations or other applicable laws, and shall be freely determined, subject to such price not being less than the floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations; and since the pricing and other terms of the QIP will be decided at a later stage, this enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalise the terms of the Equity Shares that may be issued to the Qualified Institutional Buyers in the QIP;

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare, approve, finalise and execute the preliminary placement document, placement document, application forms and such other documents as may be necessary in connection with the QIP(s), and to appoint and enter into arrangements with the legal counsel, registrar(s), depository(ies), bankers, advisors and such other intermediaries as may be required in connection with the proposed QIP(s), and to pay such fees, commissions, charges and expenses as may be necessary in relation thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make applications to the Stock Exchanges for obtaining in-principle and final listing and trading approvals for the Equity Shares to be issued pursuant to the QIP(s), and to make all necessary filings, submissions and applications with SEBI, the Stock Exchanges, MCA, Registrar of Companies, depositories and such other statutory and regulatory authorities as may be required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to open and operate such bank accounts as may be required in connection with the QIP(s), to receive and appropriate the proceeds of the issue, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with or incidental to the proposed QIP(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred upon it to any committee of the Board, director(s), officer(s) or authorised representative(s) of the Company, as it may deem appropriate, and to do all such acts, deeds, matters and things, including settling any questions, difficulties or doubts that may arise in relation to the proposed QIP(s), as may be necessary, desirable or expedient to give effect to this Resolution."

Date: 25.09.2026
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, September 25, 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, September 25, 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, September 25, 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. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members 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 **Tuesday, October 06, 2026 at 9:00 a.m. (IST)** and shall end on **Wednesday, November 04, 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, September 25, 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 Gaurav Thakur (Membership No. A51725, CP No. 22343) of M/s. Thakur G & Co., Practicing 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 Gaurav Thakur (Membership No. A51725, CP No. 22343) of M/s. Thakur G & Co., Practicing Company Secretaries, Ist Floor, Goal Market, Central Town, Jalandhar City (Pb.)on or before **Wednesday, November 04, 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 **Friday, November 06, 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., **Wednesday, November 04, 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.

PROCEDURE FOR REMOTE E-VOTING

a. The remote e-voting period commences from 9:00 a.m. (IST) on **Tuesday, October 06, 2026**, and ends at 05:00 p.m. (IST) on **Wednesday, November 04, 2026**. During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of **Friday, September 25, 2026** may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

b. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number

and E-mail ID in their demat accounts in order to access e-voting facility.

c. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

d. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INSTRUCTIONS TO SHAREHOLDERS FOR 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. 
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 csgauravthakur@gmail.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: 25.09.2026
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 Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and inorganic opportunities. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, subject to compliance with applicable laws, the Company and Board of Directors of the Company hereby seek approval for Special Resolution from the Shareholders of the Company to raise capital up to **Rs. 275 Crore (Rupees Two Hundred and Seventy-Five Crore only)** for purposes including, inter alia, financing the funding requirements of the Company's ongoing and/or proposed projects, acquisition of land or land development rights or stake, working capital requirements and other general corporate purposes, as may be permissible under applicable law and as may be approved by the Board of Directors of the Company from time to time.

In line with the above, the Company proposes to raise funds aggregating to Rs. 275 Crore (Rupees Two Hundred and Seventy-Five Crore only) through the issuance and allotment of Equity Shares of the Company, in one or more tranches, by way of one or more Qualified Institutions Placements ("QIP") to Qualified Institutional Buyers ("QIBs"), in accordance with the applicable provisions of the Companies Act, 2013 (as defined hereinafter), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), particularly Chapter VI thereof, and other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the Government of India, Ministry of Corporate Affairs, Securities and Exchange Board of India ("SEBI"), Stock Exchanges and such other statutory/regulatory authorities, as may be applicable.

The proposed QIP shall be made to such eligible QIBs, whether or not such investors are members of the Company, as may be determined by the Board of Directors of the Company ("Board") or a duly authorised committee thereof, in its absolute discretion, in accordance with applicable laws. The Equity Shares proposed to be issued pursuant to the QIP shall be of the same class as the existing Equity Shares of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company.

The Board, at its meeting held on September 25, 2026, subject to the approval of the Shareholders of the Company, approved the proposal for raising funds through issuance of Equity Shares by way of QIP, at such price and on such terms and conditions as may be deemed appropriate by the Board at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the Book Running Lead Manager(s) and/or other advisor(s) appointed in relation to the proposed QIP, in accordance with applicable laws and subject to regulatory approvals, as may be necessary.

The resolution proposed is a Special Resolution and the exact price, number of Equity Shares, proportion, timing of the issue in one or more tranches and the remaining detailed terms and conditions for the issuance of Equity Shares will be decided by the Board, in accordance with the SEBI ICDR Regulations, in consultation with the Book Running Lead Manager(s) and/or other advisor(s) appointed in relation to the proposed QIP and such other authorities and agencies as may be required to be consulted by the Company. Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post-issue shareholding and the shareholding pattern of the Company are not provided. Accordingly, the Board may, in its discretion, undertake the proposed QIP in one or more tranches to meet the objectives of the Company without the need for fresh approval from the Shareholders of the Company. The proposal, therefore, seeks to confer upon the Board the requisite discretion and flexibility to determine the terms of the proposed issuance.

The relevant date for the purpose of pricing the Equity Shares shall be the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed QIP, in accordance with Regulation 171 of the SEBI ICDR Regulations.

The proposed QIP shall be subject to the applicable provisions of the SEBI ICDR Regulations and other applicable laws, including the following:

a. the allotment of Equity Shares shall only be made to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations;

b. the allotment of the Equity Shares shall be completed within the period prescribed under the SEBI ICDR Regulations from the date of passing of the Special Resolution by the Shareholders of the Company;

c. the applicable requirements relating to allocation of Equity Shares to mutual funds and other QIBs shall be complied with in accordance with the SEBI ICDR Regulations;

d. the floor price shall be determined in accordance with the formula prescribed under the SEBI ICDR Regulations. The pricing of the Equity Shares that may be issued to QIBs pursuant to the QIP shall be determined by the Board or a duly authorised committee thereof, in accordance with applicable laws and subject to the applicable provisions of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount, if any, as may be permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations;

e. the "Relevant Date" for the purposes of pricing of the Equity Shares to be issued and allotted pursuant to the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed issue, in accordance with Regulation 171 of the SEBI ICDR Regulations;

f. the Equity Shares of the same class, which are proposed to be allotted through the QIP, shall have been listed on a recognised Stock Exchange for the period prescribed under the SEBI ICDR Regulations prior to the date of issuance of notice to the Shareholders of the Company for convening the meeting to pass the Special Resolution;

g. the Company shall be eligible to undertake the proposed QIP only upon satisfaction of the eligibility conditions prescribed under the SEBI ICDR Regulations, including the condition relating to promoters or directors not being fugitive economic offenders;

h. no single allottee shall be allotted more than the percentage of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under the same control shall be deemed to be a single allottee, to the extent provided under the SEBI ICDR Regulations;

i. the Equity Shares to be offered and allotted pursuant to the QIP shall be in dematerialised form and shall be allotted on a fully paid-up basis;

j. the Equity Shares allotted pursuant to the QIP shall be subject to the applicable restrictions on transfer and sale as prescribed under the SEBI ICDR Regulations and other applicable laws;

k. the schedule of the QIP will be as determined by the Board or its duly authorised committee; and

l. the Company shall not undertake any subsequent QIP except in accordance with the applicable provisions of the SEBI ICDR Regulations, including the applicable time period between successive QIPs.

Maximum Amount to be raised/ number of Equity Shares to be Issued: The total amount to be raised pursuant to the special resolution, in one or more tranches, by issuance of Equity Shares, including through a QIP as mentioned in the resolution, would be up to Rs. 275 Crore (Rupees Two Hundred and Seventy-Five Crore only). The issue of Equity Shares may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board (including Committee of Directors or any duly authorized committee thereof) may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and other agencies and subject to SEBI regulations and other applicable laws, regulations, rules and guidelines, in accordance with applicable law.

In case of a QIP, in accordance with applicable law, the Company shall not utilise the proceeds from such QIP unless allotment is made and the corresponding return of allotment is filed with the RoC and final listing and trading approvals are received from BSE Limited and NSE Limited.

Pricing: The pricing would be arrived at by the Board, depending on market conditions and in accordance with the SEBI ICDR Regulations, or other applicable laws. In the event of a QIP, pricing of the Equity Shares that may be issued to QIBs shall be freely determined, subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under Chapter VI of the SEBI ICDR Regulations. Since the pricing and other terms of the QIP will be decided at a later stage, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board or its duly authorised committee to finalize the terms of the Equity Shares that may be issued to the qualified institutions buyers in the QIP.

Change in control: There would be no change in control pursuant to the said issue of Equity Shares.

Intention of the Promoters, Directors, Key Managerial Personnel (KMP) or Senior Management: None of the promoters, directors or key managerial personnel, senior management intend to participate or subscribe to Equity Shares in the Issue.

Transferability of Securities: If the Issue is made through a QIP, the Equity Shares allotted shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time

Proposed time within which allotment shall be completed: If the Issue is made through a QIP, the allotment of such Equity Shares shall be completed within a period of 365 (three hundred and sixty-five) days from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time. Further, the Equity Shares offered, issued, and allotted by the Company pursuant to any such QIP in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank, in all respects, pari passu with the existing Equity Shares of the Company.

Other material terms of the Issue: The Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, post-Issue shareholding that may be held by them and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate time and mode). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Equity Shares, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. As and when the Board (including Committee of Directors or any duly authorized committee thereof) takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations and to the Applicable Regulatory Authorities as necessary.

This enabling resolution seeks an approval from the Members to raise funds, at an appropriate time by the Board (including Committee of Directors or any duly authorized committee thereof), keeping in view the

business needs of the Company. Further, as the terms of the Issue are yet to be finalized, including timing, quantum of Equity Shares to be offered and issued and consequent dilution in the shareholding of the existing shareholders, the Company will seek relevant approvals and/ or consents from Applicable Regulatory Authorities and/or Lenders, as applicable, at an appropriate stage prior to the transaction.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations.

The approval of the Shareholders is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the Special Resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the Shareholders of the Company in this regard.

The Board recommends the resolution for approval of the Shareholders. Except to the extent of their shareholding, if any, none of the Directors or the Manager or any other Key Managerial Personnel(s) or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 1.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Shareholders to understand the meaning, scope, and implications of the items of business and to take decision thereon. The proposed issuance of Securities is in the interest of the Company and the Board recommends the solution set out at item no. 1 of the notice for the approval of the Shareholders as a Special Resolution.

Date: 25.09.2026
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: L45200PB2005PLC0284

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
Tuesday,October 06, 2026 at 9:00 a.m. (IST)	Wednesday, November 04, 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:** **TO APPROVE RAISING OF FUNDS BY WAY OF ISSUANCE OF EQUITY SHARES, IN ONE OR MORE TRANCHES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENTS (QIP)**			

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 Gaurav Thakur (Membership No. A51725, CP No. 22343) of M/s. Thakur G & Co., Practicing Company Secretaries, Ist Floor, Goal Market, Central Town, Jalandhar City (Pb.)on or before **Wednesday, November 04, 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.