



AGI INFRA LIMITED.

(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

SCO 1-5, Urbana, Jalandhar Heights II, Jalandhar - 144022, Punjab
Phone : 0181-2986844 | 0181-2921991 | accounts@agiinfra.com, gi_builders@Yahoo.co.in
info@agiinfra.com | www.agiinfra.com

Date: 24.03.2025

To, The Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 539042	To, The General Manager-Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: AGIIL
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Dear Sir/Madam,

Sub: Postal Ballot Notice under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the Notice of Postal Ballot, seeking approval of the members of the company by way of remote e-voting process and/or through postal Ballot form for the following items of business:

S.No.	Particulars	Types of Resolution
1.	Approval for Acceptance of Deposits from Public and Members of the Company.	Special Resolution
2.	Approval for re-appointment of Mr. Sukhdev Singh Khinda (DIN: 01202727) as Managing Director of the Company	Special Resolution
3.	Approval for re-appointment of Mrs. Salwinderjit Kaur (DIN: 00798804) as Whole Time Director of the Company	Special Resolution
4.	Approval for increase the limits of borrowing of the Company under section 180(1) (c) of the Companies Act, 2013.	Special Resolution
5.	Approval for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under section 180(1)(a) of the Companies Act, 2013	Special Resolution

Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members.

In compliance with the MCA circulars, the postal ballot notice has been sent by electronic mode to those members whose name appears on the Register of Members/ List of Beneficial Owner as on Wednesday, March 19, 2025 (cut-off date) received from depositories and whose email address is registered with the Company/RTA/Depositories.

The remote e-voting period commences from on Friday, March 28, 2025 at 9.00 A.M. (IST) and ends on Saturday, April 26, 2025 at 5.00 P.M. (IST). The results of Postal Ballot will be announced on or before Monday, April 28, 2025.

The Postal Ballot Notice is also available on the website of the company i.e. www.agiinfra.com

This is for your information and record.

Thanking you,

FOR AGI INFRA LIMITED

Aarti Mahajan
(Company Secretary and Compliance Officer)



AGI INFRA LIMITED

CIN: L45200PB2005PLC028466

**Regd. Office: S.C.O 1-5, URBANA, JALANDHAR HEIGHTS-II,
JALANDHAR, PUNJAB-144022.**

Tel No.: 0181-2986844, 2921991

Website: www.agiinfra.com; Email: info@agiinfra.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, March 28, 2025 at 9:00 a.m. (IST)	Saturday, April 26, 2025 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, as amended, 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 and General Circular no. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter collectively referred to as ‘MCA Circulars’) read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other relevant circulars issued by Securities Exchange Board of India (SEBI) (hereinafter referred to as ‘SEBI Circulars’) and such other applicable laws, rules and regulations, the resolutions as set out in this notice are proposed for approval of the members of the Company through postal ballot (“Postal Ballot”) by way of remote 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 be 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 **Saturday, April 26, 2025 at 5:00 p.m. (IST)**. 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:

APPROVAL FOR ACCEPTANCE OF DEPOSITS FROM PUBLIC AND MEMBERS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposits) Rules, 2014 and such other rules and regulations made thereunder ("the Rules") (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India or such other agencies / authorities read along with other applicable rules, regulations, guidelines, notifications, and circulars issued by any other concerned statutory or regulatory authority(ies) from time to time, as amended and rules and regulations framed thereunder to the extent applicable and subject to necessary approvals, permissions, sanctions and consents (including any alteration(s), modification(s), correction(s), change(s) and variation(s), if any, that may be stipulated) from any government and/or regulatory authorities and subject to provisions of all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the approval of the Members of the Company be and is hereby accorded to the Board to invite / accept / renew from time to time unsecured Deposits from Members of the Company and/or Public to such extent that the deposits outstanding and the deposits to be accepted shall

be upto the permissible limits as prescribed under the Act read with relevant Rules and other regulations as applicable and amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to prepare a circular or a circular in the form of advertisement in the form prescribed under the Act read with Rules made thereunder and to file or submit the same with the office of the Registrar of Companies, Punjab under Ministry of Corporate Affairs (MCA) duly signed by the majority of the Directors of the Company or Authorised Signatories as permitted therein for inviting and accepting the deposits from Members of the Company and/or Public and further authorised to issue the circular or circular in the form of an advertisement in an English and in a vernacular newspaper having wide circulation in the State of Punjab wherein the registered office of the Company is situated and a copy of the same be uploaded on the website of the Company.

RESOLVED FURTHER THAT in the event of any revision in the limits prescribed under the applicable provisions of the Act, and / or relevant Rules thereto in connection with or for acceptance of deposits from Members of the Company and/or Public, this approval by Members shall be deemed to include any such revisions, as if it was originally approved by the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and thing as it may, in its absolute discretion, deemed necessary, desirable, incidental or expedient for such purpose including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the deposits, time of issue, number and/or value of deposits to be offered, tenor, interest rate, etc. as may be required or deemed necessary and to settle all questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members or otherwise and they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this Resolution including execution of any documents on behalf of the Company and to represent the Company before any government or regulatory authorities and further all actions taken by the Board or any other Director(s) or Officer(s) or any other Authorised Signatory of the Company with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

ITEM No. 2:

**APPROVAL FOR RE-APPOINTMENT OF MR. SUKHDEV SINGH KHINDA (DIN: 01202727)
AS MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198,203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the

provisions of Articles of Association and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mr. Sukhdev Singh Khinda (DIN:01202727), aged 65 years, as Managing Director of the Company for a period of 3 years with effect from April 01, 2025 till March 31, 2028 on the following overall remuneration :

Particulars	Amount
Fixed Remuneration	Rs. 72,00,000/- (Rupees Seventy Two Lakh Only) Per Annum

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

ITEM No. 3:

APPROVAL FOR RE-APPOINTMENT OF MRS. SALWINDERJIT KAUR (DIN: 00798804) AS WHOLE TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and provisions of the Companies Act, 2013 including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, if any, subject to due compliance with applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time and such other provisions as may be applicable and subject to other approvals and permissions, as may be required and as per the provisions of Articles of Association and Nomination and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for reappointment of Mrs.Salwinderjit Kaur (DIN: 00798804), aged 66 years, as Whole Time Director of the Company for a period of 3 years with effect from April 01, 2025 till March 31, 2028 on the following overall remuneration :

Particulars	Amount
Fixed Remuneration	Rs. 48,00,000/- (Rupees Forty Eight Lakh Only) Per Annum

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

ITEM No. 4**APPROVAL FOR INCREASE THE LIMITS OF BORROWING OF THE COMPANY UNDER SECTION 180(1) (c) OF THE COMPANIES ACT, 2013**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, deposits, convertible/ non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated off shore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may not exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium account of the Company or Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency, which is higher”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution”.

ITEM No. 5**APPROVAL FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever

(hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed, the aggregate of the paid-up share capital, free reserves and securities premium account of the Company or Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency, which is higher”.

“**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

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 **Wednesday, March 19, 2025 (“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 Form. It is however clarified that, all Members of the Company as on the **Wednesday, March 19, 2025 (“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 **Wednesday, March 19, 2025 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 **Friday, March 28, 2025 at 9:00 a.m. (IST)** and shall end on **Saturday, April 26, 2025 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. 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
9. 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 **Saturday, April 26, 2025 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.
10. 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.
11. 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 **Monday, April 28, 2025** at the registered office of the Company at SCO 1-5, Urbana, Jalandhar Heights-II, Jalandhar, Punjab-144022
12. 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.
13. 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., **Saturday, April 26, 2025**. 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.

14. Members may download the Notice of Postal Ballot and Postal Ballot Form from the website of the Company at 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

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

16. 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.

17. 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	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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 3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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.
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</p>

securities in demat mode) login through their depository participants	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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 use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mlaroracs2005@yahoo.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 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.com 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:10.03.2025	
Place:Jalandhar	
Registered Office:	By Order of the Board of Directors
SCO 1-5, Urbana,	For AGI Infra Limited
Jalandhar Heights-II, Punjab	Sd/-
Tel:0181-2986844	Aarti Mahajan
Email: info@agiinfra.com	Company Secretary
Website:www.agiinfra.com	M.No.A38396

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SEC.102 OF THE COMPANIES ACT, 2013.**ITEM NO. 1**

In view to augment working capital and for other general corporate purposes in a cost effective manner to broaden the mode of financing. The Board of Directors at their meeting held on March 10, 2025 inter-alia considered, approved and recommends to the Members for their approval, a proposal for inviting and accepting of fixed deposits from the Members and/or Public in terms of Section 73 to 76 of the Act and the relevant Rules made thereunder as one of the mode to finance working capital and for other general corporate purposes.

The Members are hereby apprised that the deposits are governed by the provisions of Sections 73 to 76 of the Act read with rules made thereunder. It is further informed that the Company being Eligible Company can accept or renew the unsecured deposits upto 10% of aggregate of the paid-up capital, free reserve and securities premium account from the Members of the Company and upto 25% of aggregate of the paid-up capital, free reserve and securities premium account from the Public.

As an eligible company under the act for acceptance of public deposits from the public since we are fulfilling the criteria of net worth of Rs.100 Crores as prescribed for the “eligible public companies” under the act, the company proposes to invite deposits from the members and/or public as per eligibility set out in the said resolution.

CARE Ratings Limited has assigned CARE BBB + rating to the Fixed Deposit Programme, which indicates stable regarding timely servicing of financial obligations.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 1 in the accompanying notice for the approval of the Members of the Company

None of the directors, Key managerial personnel and their relatives are deemed to be interested financial or otherwise in this resolution.

ITEM NO. 2

Mr. Sukhdev Singh Khinda had been re-appointed as the Managing Director of the Company for a period of 5 (Five) years from April 01, 2020 upto March 31, 2025 (both days inclusive). Therefore, based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, at its meeting held on March 10, 2025, had approved re-appointment and remuneration of Mr. Sukhdev Singh Khinda as a Managing Director (Key Managerial Personnel) for a further tenure of 3 (three) years from April 01, 2025 to March 31, 2028 (both days inclusive), subject to the approval of Members of the Company.

Mr. Sukhdev Singh Khinda, aged 65, is one of the founding members of AGI Infra Limited. He holds degree of Doctor of Philosophy in Real Estate. He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India. He has an experience of more than 35 years in the field of Construction. He has in-depth knowledge of the core business of the Company i.e. Construction and Real Estate Development. He plays a pivotal role in the strategic activities of the Company. He has exposure in all business verticals and is engaged in supervision and conduct of business of the Company, along with a team of senior management personnel, who

assist him in carrying out his activities, subject to the overall supervision and control of the Board of Directors. He is also the Managing Director of AGI Hospitalities Private Limited and Director of AGI Cold Chain Private Limited and AGI Infra Foundation.

Mr. Sukhdev Singh Khinda, Managing Director of the Company is entitled for the remuneration of Rs.72, 00,000/- Per Annum.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

The Company has received consent of Mr. Sukhdev Singh Khinda, to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Sukhdev Singh Khinda has been provided in a separate section of this Notice.

Except Mr. Sukhdev Singh Khinda, himself and his wife Mrs. Salwinderjit Kaur, Whole Time Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at the Item No. 2 of this Notice.

Therefore, the Board recommends the resolution as set out at Item No. 2 of this Notice in relation to the re-appointment of Mr. Sukhdev Singh Khinda, Managing Director, for the approval by the members of the Company, by way of Special Resolution.

ITEM NO. 3

Mrs. Salwinderjit Kaur had been re-appointed as the Whole Time Director of the Company for a period of 5 (Five) years from April 01, 2020 upto March 31, 2025 (both days inclusive). Therefore, based on the recommendations of Nomination and Remuneration Committee and the Board of Directors, at its meeting held on March 10, 2025, had approved re-appointment and remuneration of Mrs. Salwinderjit Kaur as a Whole Time Director (Key Managerial Personnel) for a further tenure of 3 (three) years from April 01, 2025 to March 31, 2028 (both days inclusive), subject to the approval of Members of the Company

Mrs. Salwinderjit Kaur, aged 66, is one of the founding members of AGI Infra Limited. Mrs. Salwinderjit Kaur holds a Bachelor's degree in Arts from Punjab University. She has a professional experience of 18 years in the field of interior decoration and green development. She is engaged in the interior designing work of the residential flats that we develop. She has in-depth knowledge of the core business of the Company i.e. Construction and Real Estate. She plays a pivotal role in the strategic activities of the Company. The Company has been taking the advantage of her guidance and supervision. Because of her sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Real Estate. She is also Director of AGI Hospitalities Private Limited, AGI Cold Chain Private Limited and AGI Infra Foundation.

Mrs. Salwinderjit Kaur, Whole Time Director of the Company is entitled for the remuneration of Rs.48, 00,000/- Per Annum.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

The Company has received consent of Mrs. Salwinderjit Kaur, to act as Whole Time Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mrs. Salwinderjit Kaur has been provided in a separate section of this Notice.

Except Mrs. Salwinderjit Kaur, herself and her husband Mr. Sukhdev Singh Khinda, Managing Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at the Item No. 3 of this Notice.

Therefore, the Board recommends the resolution as set out at Item No. 3 of this Notice in relation to the re-appointment of Mrs. Salwinderjit Kaur, Whole Time Director, for the approval by the members of the Company, by way of Special Resolution.

ITEM NO. 4 and 5

Keeping in view the Company's long term strategic and business objectives and to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves and securities premium of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.500 Crores (Rupees Five Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital of the Company and its free reserves and securities premium at any one time except with the consent of the members of the Company. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members of the Company.

The Board recommends the Resolutions set out in item no. 4 and 5 of the Notice for the approval by the members of the Company, by way of Special Resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at the Item No. 4 and 5 of this Notice except to the extent of their shareholding in the Company, if any

ANNEXURE - I DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT

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

Name of Director	Sukhdev Singh Khinda (DIN:01202727)	Salwinderjit Kaur (DIN: 00798804)
Item No.	2	3
Date of Birth and Age	15/03/1960 and 65 Years	07/07/1959 and 66 Years
Nationality	Indian	Indian
Qualification	He holds degree of Doctor of Philosophy in Real Estate. He holds a Bachelor's degree in Commerce as well as a Master's degree in Commerce. He has also cleared the intermediate level of the Institute of Cost & Works Accountants in India.	She holds a Bachelor's degree in Arts from Punjab University
Profile and Expertise	Mr. Sukhdev Singh Khinda, aged 65, is one of the founding members of AGI Infra Limited. He has an experience of more than 35 years in the field of Construction. He has in-depth knowledge of the core business of the Company i.e. Construction and Real Estate Development. He plays a pivotal role in the strategic activities of the Company.	Mrs. Salwinderjit Kaur, aged 66, is one of the founding members of AGI Infra Limited. She has a professional experience of 18 years in the field of interior decoration and green development. She is engaged in the interior designing work of the residential flats that we develop. She has in-depth knowledge of the core business of the Company i.e. Construction and Real Estate Development. She plays a pivotal role in the strategic activities of the Company.
Experience	More than 35 Years	More than 18 Years
Terms & Conditions for Appointment/reappointment	As detailed in the Explanatory Statement	As detailed in the Explanatory Statement
Details of Remuneration sought to be paid	As detailed in the Explanatory Statement	As detailed in the Explanatory Statement
Last Remuneration Drawn	Rs.72,00,000/- P.A	Rs.48,00,000/- P.A
Number of Meetings of the Board attended during the year (2024-25)	10	10
Date of first appointment on the Board	27.05.2005	27.05.2005
No. of shares held in the Company	1,10,60,640 equity shares	24,50,000 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of	He is husband of Mrs. Salwinderjit Kaur, Whole Time Director of the Company	She is wife of Mr. Sukhdev Singh Khinda Managing Director of the Company



the Company		
Directorships held in other Companies	AGI Hospitalities Private Limited AGI Cold Chain Private Limited AGI Infra Foundation	AGI Hospitalities Private Limited AGI Cold Chain Private Limited AGI Infra Foundation
Chairman/ Member of the Committee of the Board of Directors of our Company	Corporate Social Responsibility Committee: Chairman Audit Committee: Member Stakeholders Relationship Committee: Member	Corporate Social Responsibility Committee: Member
Committee position held in other listed companies	Nil	Nil
Listed entities from which the person has resigned in the past three years	None	None

Date:10.03.2025
Place:Jalandhar

Registered Office:
SCO 1-5, Urbana,
Jalandhar Heights-II, Punjab
Tel:0181-2986844
Email: info@agiinfra.com
Website:www.agiinfra.com
CIN: L45200PB2005PLC028466

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

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

POSTAL BALLOT FORM

S.No.

VOTING STARTS ON	VOTING ENDS ON
Friday, March 28, 2025 at 9:00 a.m. (IST)	Saturday, April 26, 2025 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 Resolutions 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 resolutions by placing the tick mark (✓) in the appropriate box below:

S.No.	SPECIAL BUSINESS	No. of Equity Shares	Assent (FOR)	Dissent (AGAINST)
1.	Special Resolution: Approval for Acceptance of Deposits from Public and Members of the Company.			
2.	Special Resolution: Approval for re-appointment of Mr. Sukhdev Singh Khinda (DIN: 01202727) as Managing Director of the Company			
3.	Special Resolution: Approval for re-appointment of Mrs. Salwinderjit Kaur (DIN: 00798804) as Whole Time Director of the Company			
4.	Special Resolution: Approval for increase the limits of borrowing of the Company under section 180(1) (c) of the Companies Act, 2013.			
5.	Special Resolution: Approval for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company under section 180(1)(a) of the Companies Act, 2013.			

Place:

Date:

.....
Signature of Member/Authorised Signatory

ELECTRONIC VOTING PARTICULARS

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 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, 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 Saturday, April 26, 2025 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 and e-voting, then voting through e-voting shall prevail and voting done by physical ballot 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.