



AGI INFRA LTD.

(BUILDERS & DEVELOPERS)

CIN : L45200PB2005PLC028466

Jalandhar Heights, 66 Ft. Road, Near Urban Estate Phase-II, Jalandhar City (Punjab) INDIA
Phone : 0181-2681986 | Tel/Fax : 0181-2681886 | gi_builders@yahoo.co.in
info@agiinfra.com | www.agiinfra.com

September 29, 2016

To

Bombay Stock Exchange Limited
Listing Department
P.J Towers, Dalal Street
Fort, Mumbai-400001

Scrip Code: 539042

Sub: submission of 11th Annual Report of the Company pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith 11th Annual Report of the Company for Financial Year 2015-16.

Kindly acknowledge the receipt and take the same on record.

FOR AGI INFRA LIMITED

Aarti Mahajan

Aarti Mahajan
(Company Secretary & Compliance Officer)





AGI INFRA LIMITED

11th
ANNUAL REPORT
2015-2016



AGI

INFRA LIMITED

11TH

ANNUAL REPORT

2015-2016

CORPORATE INFORMATION

REGISTERED OFFICE:	Jalandhar Heights,66FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001
CORPORATE OFFICE:	Jalandhar Heights, 66FT Road Village Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001
BOARD OF DIRECTORS:	S.Sukhdev Singh (Managing Director) Mrs.Salwinderjit Kaur(Whole-Time Director) Mr.Anuj Rai Bansal (Non-Executive Director) Mr. Atul Mehta(Non-Executive Independent Director) Mr.Manjit Singh (Non-Executive Independent Director)
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Aarti Mahajan
AUDITORS	M/S R.S.Kalra & Associates Chartered Accountants 32-R, Model Town, Jalandhar
BANKERS	Punjab National Bank State Bank of India Oriental Bank of Commerce HDFC Bank Limited
SHARE TRANSFER AGENT	Bigshare Services Private Limited E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072 Maharashtra,(India)
CORPORATE IDENTITY NUMBER	L45200PB2005PTC28466
EMAIL ID	info@agiinfra.com
WEBSITE	www.agiinfra.com

Message from MD's Desk

Dear Stakeholder,

In a short span of time your company has grown manifold in a name to be reckoned within Northern India. AGI Infra Ltd has also got huge response from Indian Diaspora settled in various countries looking for a secured & comfortable living in green environment of Jalandhar Heights. These have been possible through our focus on cost effectiveness prompt customer service & Delivery of promised ingredients of Luxury Living. Different categories of ready to move in flats of different sizes catering to the Rich & Middle class alike have been offered spanning from 2 BHK, 3 BHK, 4 BHK, 5 BHK & and pent house categories. AGI has become a premium brand & enjoys utmost confidence of all our stake holders viz home buyers, vendors & investors.

We always has ensured that all statutory & environmental clearances are obtained before launching various phases of Jalandhar Heights, thus enjoying support of all government departments & trust of house seekers. The company will always remain committed to environment safety and will take all necessary & ethical steps to protect the surrounding environment of all our projects.

In the light of "Prime Minister's Mission of Housing for All", the company is coming up with the new projects focusing affordable housing in the coming years, which has tremendous scope in our country.

I thank all the AGI team members, investors, bankers and auditors for their continuous contribution, involvement & support in the present and upcoming projects of the company .We all are prepared to meet new opportunities & challenges and AGI will scale up new heights with every coming day.

Yours truly,

(Sukhdev Singh)
Managing Director
DIN: 01202727

OUR PROJECTS

Projects Completed:-

1. JALANDHAR HEIGHTS-I:-

Phase I & Phase II (600 FLATS)

Completed in December 2015



2. AGI BUSINESS CENTER:-

Completed in March 2016 (82 SHOPS & OFFICES)



Projects under construction

Jalandhar Heights, Phase- III:- (509 Flats)



Jalandhar Heights-2 (460 Flats)



UPCOMING PROJECTS

AGI PRIDE:-



It is a commercial complex. Company has acquired land measuring 131 Marlas in the heart of the city. The total frontage of the area is 282 Sq. Ft. Units constructed therein will be stand alone shops having front towards the main road and small shops for retailing and offices will be at upper floors.

AGI SMART HOMES

Honable Prime Minister envisioned 'Housing for All' by 2022 when our country completes 75 years of Independence. In order to contribute towards the national objective of providing Affordable Homes to the urban poor, your company has taken a big initiative to undertake a new project called "AGI Smart Homes" at Jalandhar. It will involve construction of around 1000 houses to fulfill dream to own a home. For the first time in the state of Punjab 2 BHK flats with more than 640 Sft built up area with modern facilities viz lifts, car parking, playing school and community hall etc.

Notice

Notice is hereby given that the **11th Annual General Meeting** of the members of AGI Infra Limited will be held on Tuesday 27th September, 2016 at 3.30 P.M. at the registered Office of the Company at Jalandhar Heights, 66 Ft. Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar-144001 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2016, including the Audited Balance Sheet as at March, 31 2016, the Statement of Profit and Loss for the year ended on the date and the Report of the Board of Directors ("Board") and Auditors thereon.
2. To appoint a Director in place of Anuj Rai Bansal (DIN 01278966), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of the appointment of M/s R.S Kalra & Associates, as Statutory Auditors of the Company:

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

"RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, and other applicable provisions (if any) of the said Act and pursuant to the recommendations of Audit Committee of the Board of Directors, the appointment of M/s. **R.S Kalra & Associates**, Chartered Accountants (Registration No.007744N) be and is hereby ratified as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 12th AGM of the Company and that the Board of Directors of the company be and is hereby authorized to fix the remuneration considering the recommendations of the Audit Committee.

RESOLVED FURTHER THAT Mr.Sukhdev Singh (DIN: 01202727), Managing director of the company be and is hereby authorized to do all such acts deeds and things as may be required in this regard including to file necessary forms with the concerned ROC and to sign the certified copy of this resolution and /or otherwise to do such further acts, deeds, matters, and things to give effect to this Resolution."

SPECIAL BUSINESS

4. To Enhance the Borrowing Limits of the Board of Directors of the Company

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 including any statutory modifications, amendments or re-enactments thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time for the purpose of the business of the Company any sum or sums of money, for an aggregate amount outstanding at any point of time not exceeding Rs. 1,40,00,00,000 (Rupees One hundred Forty Crores only) (i.e. any component of borrowing repaid by the Company will again be available to the Company for borrowing as long as the said ceiling of the outstanding amount), on such terms and conditions as the Board of Directors may in its absolute discretion, think fit and proper, whether the same may be secured or unsecured, notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans as defined in the said provisions of the Act obtained from the Company’s bankers in the ordinary course of business) may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, provided that the total amount up to which monies to be borrowed by the Board of Director shall not exceed the aggregate of Rs. 1,40,00,00,000 (Rupees One Hundred Forty Crores Only) and the paid-up capital and reserves of the Company.

FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. APPROVAL FOR ENTERING INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with **S. Sukhdev Singh**, Related Parties as defined under the Act with respect to selling or otherwise disposing of, or buying property of any kind upto Rs. 15 Crores during the financial year 2016-17 in such transactions and by such modes as may be deem fit by the

Company and as per draft contract produced in the meeting and duly initialed by the Chairman for the purpose of identification.

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESLOVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”.

Regd Office:

Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144001

By Order of the Board
AGI INFRALIMITED

Aarti Mahajan
Company Secretary
Membership No.38396

Place: Jalandhar
Date: 30.08.2016

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the office of the Company's registrar & share transfer agent- Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072, Maharashtra, (India) not less than forty-eight hours before the time for commencement of the meeting or with the company at its registered office.

2. The relative Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Item No. 4 and Item No.5 of the Notice as set out above, is annexed hereto.

3. Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 19, 2016 to Tuesday, September 27, 2016 (both days inclusive).

4. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners, whose name will appear in the register of members/list of beneficiaries received from the depositories as on 26th August, 2016.

5. Copies of Notice of 11th AGM along with attendance slip & proxy form and Annual Report 2016 are being sent by electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meetings so that the information required may be made available at the meeting.

7. Members are requested to produce the attendance slip duly signed as per specimen signature recorded with the company for admission to the company hall.

8. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the 11th Annual General Meeting.

9. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

10. Members/Proxies are requested to bring to the meeting the Attendance slip duly filled in along with their copy in this Annual Report.

11. The Company's Shares are listed on the SME Platform of BSE Limited

12. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.

13. The Details of the Directors appointed/re-appointed during the year is provided herewith as a part of Corporate Governance Report as required by regulation 27 of the Listing Regulation.

14. The Company's website is www.agiinfra.com. The Notice of the Annual General Meeting and Annual Report of the company are made available on the Company' website.

15. All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (E),
Mumbai - 400 072,
Maharashtra, India

Regd Office:
Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144022

By Order of the Board
AGI INFRALIMITED

Aarti Mahajan
Company Secretary
Membership No.38396

Place: Jalandhar
Date: 30.08.2016

ANNEXURE TO THE NOTICE

ITEM NO. 2

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Details of Mr. Anuj Rai Bansal seeking re-appointment in the company (Item No.2)

Name of the Director	Anuj Rai Bansal
Director Identification Number (DIN)	01278966
Date of Birth	01/10/1977
Nationality	Indian
Date of Appointment on Board	16/02/2011
Qualification	B.Com, FCS,L.L.B
Executive & Non Executive Director	Non-Executive Director
Promoter Group	No
Independent Director	No
Shares held in the Company	55800
List of Directorships in other Companies	NIL
Chairman/member of the Committees of the Board of other companies in which he is a Director	NIL

EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

(i) In order to meet the funds requirement of the Company, from time to time and considering quantum of loan intended to be borrowed by Company at a future date not exceeding Rs. 1,40, 00, 00, 000 outstanding at any point of time, it has been proposed to have approval of members of the Company. As Provisions of Section 180(1) (c) of the Companies Act, 2013 requires a special resolution to be passed by the shareholders for enabling the Board to borrow money in excess of the paid-up capital and free

reserves of the Company. Hence, Board of Directors proposed to put before your good selves the resolution at Item No. 4 for your kind consideration and approval as Special Resolution.

(ii) None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company, is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 5

(a) Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company enters into transactions with related parties at arm's length basis, but as the director is interested in such contracts and arrangements, hence, the proposed resolution at item no. 5 has been recommended for approval of shareholders as a special resolution.

**Name of Related Party, Name of Directors/ KMP who is related and nature of Interest
Particulars of the Contract and relevant information (In Rs.)**

Name of Related Party	Name of Directors/ KMP who is related and nature of Interest	Particulars of the Contract and relevant information	Yearly Monetary Value (In Rs.)
M/s Aay Jay Builders	Mr Sukhdev Singh (Proprietor)	Selling or otherwise disposing of or buying, property of any kind.	Upto to Rs 15 Crores

b) Mr.Sukhdev Singh (DIN: 01202727), Managing Director of the company is personally interested in the above resolution.

Regd Office:
Jalandhar Heights, 66 Ft Road,
Village Pholriwal Near Urban Estate
Phase-II, Jalandhar, Punjab-144001

By Order of the Board
AGI INFRALIMITED

Aarti Mahajan
Company Secretary
Membership No.38396

Place: Jalandhar
Date: 30.08.2016

DIRECTORS REPORT TO THE MEMBER

To,

The Members,

Your Directors have pleasure in presenting their 11th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

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

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

(Rs. In Lacs)

Particulars	2015-2016	2014-15
Gross Income	6097.17	4098.94
Profit Before Interest and Depreciation	1280.07	1029.99
Finance Charges	539.63	458.74
Gross Profit	740.44	571.25
Provision for Depreciation	159.07	152.89
Net Profit Before Tax	581.37	418.36
Provision for Tax	191.35	134.76
Net Profit After Tax	390.00	283.59

2. BUSINESS PERFORMANCE

The Company is in the business of construction and developing group housing projects and commercial projects. There is no other segment in which the company has carved into the business. Therefore division wise working details are not applicable. Company has earned a net profit of Rs 3,90,01,164.39/- as compared to last year's profit of Rs. 2,83,59,634.94/-. The efforts of directors and employees of the company can clearly be seen from the performance of the company.

3. DIVIDEND

Keeping in view the future growth, to conserve resources, the Directors do not recommend any dividend for the year ended March 31, 2016.

4. RESERVES

As per section 134(3) (j) of the Companies Act, 2013, The Company does not transfer any amount to reserves during F.Y. 2015-2016.

5. SHARE CAPITAL

The paid up equity capital as on March 31, 2016 was Rs.102167200. During the year under review, the Company has neither issued bonus shares nor issued shares with differential voting rights nor granted stock options nor sweat equity and nor opted buy back of its own securities.

6. DIRECTORS

A.DIRECTORS AND KEY MANAGERIAL PERSONNEL

Anuj Rai Bansal, Non Executive Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Also, Ms Neelu Kapoor has resigned from the designation of Company Secretary cum Compliance Officer w.e.f 22.03.2016 and Ms. Aarti Mahajan has been appointed as Company Secretary cum compliance officer of the company with effect from April 12, 2016.

B. BOARD EVALUATION

Board Evaluation As required under the provisions of Section 134(3) (p), the Board has carried out an annual performance evaluation of its own performance and the manner in which such performance evaluation was carried out is as under:

The performance evaluation framework is in place and has been circulated to all the directors to seek their response on the evaluation of the entire Board and independent directors. The Nomination and Remuneration Committee shall carry out evaluation of Director's performance.

The criteria of evaluation is exercise of responsibilities in a bona fide manner in the interest of the Company, striving to attend meetings of the Board of Directors/ Committees of which he/she is a member/ general meetings, participation constructively and actively in the meetings of the Board /Committees of the Board, etc

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

All independent directors give their declaration that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 17 of Listing Agreement.

7. BOARD MEETINGS

The Board of Directors of the Company met 8 (Eight) times during the financial year 2015-16. The Details of above mentioned Board Meetings are provided in Corporate Governance Report annexed herewith. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

8. AUDITORS AND AUDITOR'S REPORT

The appointment of Statutory Auditors of the Company, M/s R.S Kalra & Associates, of Jalandhar, Chartered Accountants, (Firm Registration No. 007744N), who were initially appointed as Statutory Auditors by the members for two years in the 10th AGM, would be ratified in the ensuing Annual General Meeting. The observations of the Auditors if any, and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments.

9. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

As per the provision of Section 138 of the Companies Act, 2013 and the rules made thereunder, the Board appoints M/s Ashwani Kant & Associates as its Internal Auditor of the Company, to check the internal controls and functioning of the activities and recommend ways of improvement. Internal Audit is carried out on a quarterly basis, the report is placed in the Audit Committee Meeting and Board meeting for consideration and directions.

The internal financial controls with reference to financial statements as designed and implemented by the Company. During the year under review, no material or serious observation is received from the Internal Auditor of the Company for inefficiency and inadequacy of such controls.

10. VIGIL MECHANISM

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

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in **Form No. AOC -2 annexed as Annexure-A** with this report.

12. EXTRACT OF ANNUAL RETURN

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

13. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES

Details of Managerial remuneration required pursuant to Section 197 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) A rule, 2014 is annexed as **Annexure-C**

14. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act,2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the has appointed , CS Saurabh Aggarwal, Practicing Company Secretary ,Jalandhar (CP No.16555) as a Secretarial Auditors of the Company for the year 2015-2016. The report of the Secretarial Auditors is enclosed as **Annexure D** to this report. The report is self-explanatory and do not call for any further comments.

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

The Wholly Subsidiary Company named “AGI COLD CHAIN PRIVATE LIMITED” has been incorporated on 23rd day of June, 2016.

16. DEPOSITS

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

17. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

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

18. CORPORATE GOVERNANCE CERTIFICATE

Your company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance along with a *certificate from Secretarial Auditors M/s Saurabh Aggarwal , Practicing Company Secretaries* regarding compliance of conditions of corporate governance as stipulated in Clause 52 of the SME Listing Agreement entered by the company with the BSE Ltd. & SEBI (LODR) Regulations, 2015 is annexed to this report and forms part of this report.

*Note: - Members' please note that SEBI vide its Notification dated September 02, 2015 makes the regulations known as "SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" which shall be effective from 01st December, 2015 thereby replacing the "Listing Agreement" entered by the company with BSE Ltd. Hence, the company was required to follow the said regulations instead of "Listing Agreement" requirements from 01st December, 2015 and according to the said regulations the company (being **Listed on a SME Platform of BSE Ltd**) is exempted from the corporate Governance Requirements provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V.*

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, annexed to this report and forms part of this Report.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR provisions were not applicable on the company during the year under review. However keeping in view the profitability of the company for the year 2015-16, Company is under obligation to carry out the CSR activities in the year 2016-17 for which a committee has already been constituted on 30.05.2016.

20. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The company does not have any subsidiary companies or joint venture companies or associate companies during the year under review. Also, there was no company which have become or ceased to become the subsidiaries/joint ventures/associate company (ies) during the year.

21. LISTING WITH STOCK EXCHANGES:

The Company is listed on SME Platform of Bombay Stock Exchange Ltd. and confirms that it has paid the Annual Listing Fees for the financial year 2016-2017 to BSE Ltd. where the Company's Shares are listed.

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

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

23. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The

Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

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

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

In order to Conserve Energy the Company has

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

25. Foreign exchange earnings and Outgo

During the year, the total foreign exchange outgo was \$ 659443.50 which was equivalent to Rs. 4, 22, 93, 265.

Sometimes payments against sale of flats to NRI Customers are received in foreign exchange which are credited to their accounts by getting converted into Indian Rupees on the same date.

26. HUMAN RESOURCES

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

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

27. DIRECTORS’ RESPONSIBILITY STATEMENT

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

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

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

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

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

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

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

28. OTHER DETAILS

_ No Change in the nature of the business of the company during the year;

_ No change of the name of the company during the year;

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

_ No significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future;

_ Refer Corporate Governance Report for details of Audit Committee;

_ Refer Corporate Governance Report for details of Nomination & Remuneration Committee; and

_ Refer Corporate Governance Report for details of Remuneration Policy.

28. ACKNOWLEDGEMENTS

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

**For and on behalf of the Board of Directors
AGI INFRA LIMITED**

**For and on behalf of the Board of Directors
AGI INFRA LIMITED**

**Sukhdev Singh
Managing Director
DIN: 01202727**

**Salwinderjit Kaur
Whole Time Director
DIN: 00798804**

Place: Jalandhar
Date: 30.08.2016

[Annexure - A](#)

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions'	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	AGI Hospitalities limited (Managing Director and Whole Time Director of the Company is interested being Managing Director and Director respectively of the of the concern company)
b)	Nature of contracts/arrangements/transaction	Contract of Sale of Shops
c)	Duration of the contracts/arrangements/transaction	During the year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.1,00,00,000
e)	Date of approval by the Board	29.05.2015
f)	Amount paid as advances, if any	Nil

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Aay Jay Builders(Managing Director of the Company is interested being the proprietor of the Concern)
b)	Nature of contracts/arrangements/transaction	Contract of Purchase of Fixed Asset
c)	Duration of the contracts/arrangements/transaction	During the year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.1,15,80,660
e)	Date of approval by the Board	29.05.2015
f)	Amount paid as advances, if any	Nil

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

SL. No.	Particulars	Details
g)	Name (s) of the related party & nature of relationship	Aay Jay Builders(Managing Director of the Company is interested being the proprietor of the Concern)
h)	Nature of contracts/arrangements/transaction	Contract of Sale of Material
i)	Duration of the contracts/arrangements/transaction	During the year
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs.92,51,000
k)	Date of approval by the Board	29.05.2015
l)	Amount paid as advances, if any	Nil

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

**For and on behalf of the Board of Directors
AGI INFRA LIMITED**

**For and on behalf of the Board of Directors
AGI INFRA LIMITED**

**Sukhdev Singh
Managing Director
DIN: 01202727**

**Salwinderjit Kaur
Whole Time Director
DIN: 00798804**

Place: Jalandhar
Date: 30.08.2016

[Annexure B](#)

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L5200PB2005PLC028466
2.	Registration Date	27/05/2005
3.	Name of the Company	AGI INFRA LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	Jalandhar Heights, 66 FT. Road, Viilage Pholriwal, Near Urban Estate Phase-II, Jalandhar-144001.
6.	Whether listed company	Yes (BSE Ltd.)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai-400 072. Tel: +91-22-40430200; Fax:+91-22-28475207; Email: Ipo@Bigshareonline.com Investor Grievance Email: Investor@Bigshareonline.com Website: www.Bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Reality	4100	100%

a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Market Maker	326000	-	326000	3.19	184000	-	184000	1.80	(1.39)
Sub-total (B)(1):-	326000	-	326000	3.19	184000	-	184000	1.80	(1.39)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	668000	-	668000	6.54	1251000	-	1235000	12.09	5.55
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	405600	-	405600	3.99	142600	-	142600	1.40	(2.59)

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1405800	-	1405800	13.76	1242800	-	1242800	12.16	(1.6)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	1000	-	1000	0.01	0.01
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	2479400	-	2479400	24.27	2621400	-	2621400	25.66	1.39
Total Public Shareholding (B)=(B)(1)+(B)(2)	2805400	-	2805400	27.46	2805400	-	2805400	27.46	No change
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	10216720		10216720	100	10216720	-	10216720	100.00	No change

B) Shareholding of Promoter & Promoter Group-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in sharehol ding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Sukhdev Singh	4030320	39.45	0	4030320	39.45	0	No Change
2	Ranjit Singh	1813000	17.74	0	1813000	17.74	0	No Change
3	Salwinderjit Kaur	1225000	11.99	0	1225000	11.99	0	No Change
4	Bikramjit Singh	343000	3.36	0	343000	3.36	0	No Change
	Total	7411320	72.54		7411320	72.54	0	No Change

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7411320	72.54	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	7411320	72.54
	At the end of the year	7411320	72.54	-	-

D) Shareholding Pattern of top ten Shareholders:

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

S. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase /Decrease In shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	AVENDUS ADVISORS LIMITED	270000	2.64	31.03.2016	-----	-----	270000	No change
2	LA MANCHA ENTERPRISES PRIVATE LIMITED	-----		10-04-15 29-05-15 05-06-15 10-07-15 18-09-15 11-12-15 31-03-16	+60000 +72000 +48000 +24000 +22000 +20000	Purchase Purchase Purchase Purchase Purchase Purchase	246000	2.41
3	TIA ENTERPRISES PRIVATE LIMITED	-----		15-05-15 22-05-15 29-05-15 21-08-15	+126000 +14000 +36000 +20000	Purchase Purchase Purchase Purchase		

				02-10-15	+22000	Purchase		
				31-03-16			218000	2.13
4	ARYAMAN CAPITAL MARKETS LIMITED	326000	3.19	10-04-15	+112000	Purchase		
				17-04-15	+88000	Purchase		
				24-04-15	+2000	Purchase		
				01-05-15	-30000	Sale		
				08-05-15	+4000	Purchase		
				15-05-15	-112000	Sale		
				22-05-15	-16000	Sale		
				29-05-15	-46000	Sale		
				05-06-15	+6000	Purchase		
				12-06-15	+6000	Purchase		
				19-06-15	+10000	Purchase		
				26-06-15	-22000	Sale		
				03-07-15	-2000	Sale		
				10-07-15	-64000	Sale		
				24-07-15	+6000	Purchase		
				31-07-15	-8000	Sale		
				14-08-15	+6000	Purchase		
				21-08-15	-2000	Sale		
				04-09-15	+20000	Purchase		
				11-09-15	-2000	Sale		
				18-09-15	-16000	Purchase		
				28-09-15	-2000	Sale		
				30-09-15	+4000	Purchase		

				02-10-15	-10000	Purchase		
				09-10-15	-4000	Sale		
				16-10-15	-6000	Sale		
				13-11-15	+2000	Purchase		
				20-11-15	+9000	Purchase		
				11-12-15	-33000	Sale		
				15-01-16	+2000	Purchase		
				05-02-16	-1000	Sale		
				26-02-16	+1000	Purchase		
				11-03-16	-57000	Sale		
				18-03-16	+16000	Purchase		
				25-03-16	-1000	Sale		
				31-03-16	-2000	Sale		
				31-03-16			184000	(1.39)
5.	RAVINDER GUPTA HUF	184000	1.80	31.03.2016	-----	-----	184000	No change
6.	GUNDEEP SINGH	170000	1.66	31.03.2016	-----	-----	170000	No change
7.	ASHA SHOPPERS PRIVATE LIMITED	152000	1.49	31.03.2016	-----	-----	152000	No change
8.	SHALLU CHOPRA	134000	1.31	31.03.2016	-----	-----	134000	No change
9.	GURPREET SINGH	122000	1.19	31.03.2016	-----	-----	122000	No change
10	MADHUR COLD STORAGE LIMITED	94000	0.92	31.03.2016	-----	-----	94000	No change

E) Shareholding of Directors and Key Managerial Personnel:

- (a) Sukhdev Singh-Promoter Director – Kindly refer IV (B)-in change in promoter shareholding.
 (b) Salwinderjit Kaur- Promoter Director- Kindly refer IV (B)-in change in promoter shareholding.
 (c)Anuj Rai Bansal- Chairman & Non-Executive Director

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	55800	0.55	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			55800	0.55
	At the end of the year	55800	0.55		

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	29.17	0.44	-	29.61

ii) Interest due but not paid	0.36	0.03	-	0.39
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	29.53	0.47		30.00
Change in Indebtedness during the financial year				
* Addition(+)	18.51	-	-	18.51
* Reduction(-)	12.69	-	-	12.69
Net Change	5.82	-	-	5.82
Indebtedness at the end of the financial year				
i) Principal Amount	35.35	0.47	-	35.82
ii) Interest due but not paid	4.68	0.04	-	4.72
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40.03	0.51	-	40.54

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Sukhdev Singh MD	Salwinderjit Kaur WTD	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	48.00	36.00			84.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--	--
	(c) Profits in lieu of	--	--	--	--	--

	salary under section 17(3) Income- tax Act, 1961					
2	Stock Option	--	--	--	--	--
3	Sweat Equity	--	--	--	--	--
4	Commission - as % of profit - others, specify...	--	--	--	--	--
5	Others, please specify	-	--	--	--	--
	Total (A)	48.00	36.00	--	--	84.00
	Ceiling as per the Act	84.00				

B. Remuneration to other directors

SN.	Particulars of Remuneration (per meeting)	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	Atul Mehta	Manjit Singh			
	Fee for attending board meetings committee meetings	25500	25500	--	--	51000
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	25500	25500	--	--	51000
2	Other Non-Executive Directors	Anuj Bansal				
	Fee for attending board meetings committee meetings	4500	--	--	--	4500
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	4500	--	--	--	4500
	Total (B)=(1+2)	30000	25500			55500

	Total Managerial Remuneration	--	--			--
	Overall Ceiling as per the Act	1 Lac per meeting				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN

MD/MANAGER/WTD

(in Lacs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Neelu Kapoor (Company Secretary)	Anchal Kasyap (Chief Financial Officer)	Total
1	Gross salary(per annum)				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.68	3.07	5.75
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	others, specify...				
5	Others, please specify	-	-	-	-
	Total		2.68	3.07	5.75

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

For and on behalf of the Board of Directors

AGI INFRA LIMITED**AGI INFRA LIMITED**

Sukhdev Singh
Managing Director
DIN: 01202727

Salwinderjit Kaur
Whole Time Director
DIN: 00798804

Place: Jalandhar
Date: 30.08.2016

ANNEXURE 'C'

**Forming Part of the Directors' Report
Details of Ratio of Remuneration of Directors**

A) [Section 197(12), read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Name of the Director	Ratio to the Median
	Mr. Sukhdev Singh Managing Director	26.67
	Mrs. Salwinderjit Kaur Whole Time Director	20.00
(ii) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Name of the Directors & Key Managerial Personnel	% increase
	Mr. Sukhdev Singh Managing Director	33.33%
	Mrs. Salwinderjit Kaur Whole Time Director	50.00%
	Ms. Anchal Kashyap Chief Financial Officer	21%
	Ms. Neelu Kapoor Company Secretary	10%
	(iii) the percentage increase in the median remuneration of employees in the financial year;	50%
(iv) the number of permanent employees on the rolls of company;	93	
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average increase in employees salary: 18.88% Average increase in managerial personnel salary (Directors' Salary) : 40%	
(vi) the key parameters for any variable component of remuneration availed by the directors;	Variable Pay is in accordance with the performance of the company as well as the individual.	
(vii) Affirmation that the remuneration is as per the remuneration policy of the company.	Yes, the remuneration is as per the Remuneration Policy of the Company.	

B) Details of the every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

- Drawing salary of 60 Lakhs or above for the year if employed throughout the year -Nil
- Drawing salary of 5 Lakhs p/m or above for a month if employed for part of the year -Nil
- Drawing salary more than the salary of MD and having 2% stake in the company -Nil

Annexure-D

Dated: 29.08.2016.

Ref:SA/AIL/SAR/01

FORM NO. MR-3
Secretarial Audit Report

(For the Financial Year Ending 31.3.2016)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
AGI Infra Limited,
Jalandhar

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AGI Infra Limited, having registered office at #Jalandhar Heights, 66FT. Road, Village Pholriwal, Near Urban Estate, Phase-II Jalandhar 144001(PUNJAB)Corporate Identification No.L45200PB2005PLC028466 (**hereinafter called the Company**).Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the **audit period ended on 31.03.2016**,complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner andsubject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and their records maintained by ("**The Company**") for the period ended on 31.3.2016according to the provisions of:

I. The Companies Act, 1956 and Companies Act, 2013 (**the Act**) and the Rules made thereunder, as applicable;

II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) are applicable to the Company being the listed entity:-

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and

- Takeovers)Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - g. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and
 - i. The Listing Agreements entered into by the Company with the Stock Exchanges.

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

- Punjab Apartment and Property Regulation Act, 1995
- The Payment of Wages Act, 1936.
- The Minimum Wages Act, 1948.
- Employees Provident Fund And Misc. Provisions Act, 1952.
- The Payment of Bonus Act, 1965.
- The Environment (Protection) Act, 1986.
- Electricity Act 2003.
- Payment of Gratuity Act,1972.
- Water (Prevention & Control of Pollution) Act 1974 and rules thereunder.
- Air (Prevention & Control of Pollution) Act 1981 and rules thereunder.
- Income Tax Act with respect to filing of TDS Returns, Challans and Returns.
- Service Tax Act with respect to filing of Challans and Returns.

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with the BSE SME Limited. During the period under review and as per the explanations and clarifications given to us and the representation made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc mentioned above.

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

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

- c) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- d) Notice of Board meetings and Committee meetings of Directors;
- e) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- f) The Annual General Meeting held on 28.09.2015 including the provisions related to extension of time;
- g) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- h) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- j) Payment of remuneration to Directors including the Managing Director and Whole-time Directors,
- k) Appointment and remuneration of Auditors and Cost Auditors;
- l) Transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m) Declaration and payment of dividends; wherever applicable.
- n) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs, if any;
- o) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- p) Investment of the Company's funds including investments and loans to others

- q) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r) Directors' report;
- s) Related Party Transactions.
- t) Contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at reasonable gap in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- d. The Company has obtained all necessary approvals under the various provisions of the Act; and
- e. There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

- f. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being Independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
5. The Company has complied with the provisions of the Depositories Act, 1996 and the Bye laws framed thereunder by the Depositories with regard to dematerialization /re-materialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. We further report that:

- a. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited;
- b. The Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

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

For CS Saurabh Aggarwal
Practicing Company Secretaries
CS Saurabh Aggarwal,
B.Com (Prof.), MBA, ACS, LLB.
M. No. A-43524
COP No. 16555

Date: 29.08.2016.
Place: Jalandhar.

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

'Annexure A'

(Forming Integral Part of Secretarial Audit Report for the financial year ending 31.3.2016)

To
The Members,
AGI Infra Limited,
Jalandhar.

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

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

For CS Saurabh Aggarwal
Practicing Company Secretaries

CS Saurabh Aggarwal,
B.Com (Prof.), MBA, ACS, LLB.
M. No. A-43524
COP No. 16555

Date: 29.08.2016.
Place: Jalandhar

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS OVERVIEW

Our Company is a reputed Punjab based company having its presence in the construction industry for more than 1 decades. Company has delivered a number of high-rise building Projects in Punjab which includes Residential Housing Projects and Commercial Building Project. Our residential portfolio currently covers projects catering to customers across all income groups. We believe that we have established a successful track record in the real estate industry in Punjab by developing versatile projects through our focus on innovative architecture, strong project execution and quality construction.

INDUSTRIAL STRUCTURE AND DEVELOPMENT

In past few years Indian Economy witnessed slowdown across various sectors. Both the domestic and global economic situations have been very volatile and challenging. To survive in these times of uncertainty an organization has to adapt and adopt new ways to manage business. The government has provided signals of moving along development agenda that will push for reforms that were so far left on the back burner and are much needed to revitalize the economy

The challenges faced by real estate sector are mainly due to poor macroeconomics, slow income growth, continuing high borrowing cost, both for industry and consumer.

The construction, infra and real estate segment is dependent on domestic business climate. This year the Indian real estate sector would benefit from positive market sentiment as there are lot of positive changes in the field of infrastructure, the Company is expected to do well in this business segment and to grow at a faster rate. Moreover the Government of India has set the goals for providing housing for all upto 2022 and company is coming up in affordable housing sector in a big way.

REVIEW OF OPERATIONS

Your Company has earned total revenue of Rs. 6097.17 Lacs in the current year which showed a significant improvement over the Last year revenue of Rs. 4098.94 Lacs.

OUR STRENGTHS

The major strength of the Indian real estate industry is rise in the status of living of the people. It creates domestic demand and scarcity of housing. As per industry estimates, India requires 18.78 million housing. Of this huge shortage more than 90 percent of the housing is required by those who belong to either the economically weaker section or lower income groups. The huge domestic demand will continue to drive demand and keep pushing developers/ builders and the industry to build more

mid income and affordable housing. The foreign direct investors are interested to invest in real estate industry such as infrastructure. Thus, there is requirement for more skilled professionals, more manpower and labour to build. In addition to this, an infrastructure is also required to support an upcoming housing and real estate developments. This would need more investments and external support. Due to this essential demand and opportunities, India's built environment and especially real estate continue to be search for area for investments.

CHALLENGES

1. Availability of large chunk of land.
2. Non-availability of low cost of working capital.
3. Delay in approvals before a project launch.
4. Approval and procedural difficulties.
5. Shortage of skilled manpower.
6. Rising input cost.
7. Competition.

INTERNAL CONTROL

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

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

RISKS AND CONCERNS

In the course of its business, your company is exposed to a wide variety of risks like non availability of, or exorbitant increase in cost of land, cement, steel, labour force, short term and long term funds etc. being inherent to industry. Demand for real estate industry is sensitive to interest rate fluctuations. Interest rate has been rising in the recent past owing to Reserve of India credit tightening policy. This could adversely affect company's business plan considering that residential segment constitutes significant portion of company's business. Real business in India being highly regulated by Government at various level, several regulatory approvals, permits, licenses etc. are required to be obtained from the Government/Authorities from time to time for projects. Any delay in obtaining such approvals can affect timely execution of projects.

HUMAN RESOURCES

Management is successful in building experienced team and nurtured them to be leaders. The main motive of the company is trust, integrity, teamwork, innovation, performance and partnership. Various Departments are headed by Professional Qualified Personal, helping our business to remain competitive, achieve greater success and newer milestone.

As on 31st March, 2016, 93 employees are on AGI Infra Limited payroll.

CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied due to various risk factors and uncertainties. We are under no obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.

Place: Jalandhar
Date: 30.08.2016

For and on Behalf of the Board of Directors

Sukhdev Singh
Managing Director
DIN: 01202727

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2015-2016

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

I.COMPANY PHILOSOPHY

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

Our Corporate Governance police focus on the following points.

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

1. BOARD OF DIRECTORS

(A) Composition of Board

NAME	DIN	DESIGNATION	ADDRESS
SUKHDEV SINGH	01202727	MANAGING DIRECTOR	HOUSE NO. 1074 URBAN ESTATE PHASE-I JALANDHAR 144022 PB, INDIA
SALWINDERJIT KAUR	00798804	WHOLE TIME DIRECTOR	HOUSE NO. 1074, URBAN ESTATE PHASE-I JALANDHAR 144022 PB ,INDIA
ANUJ RAI BANSAL	01278966	NON EXECUTIVE DIRECTOR	464-A, J.P. NAGAR JALANDHAR 144001 PB, INDIA
ATUL MEHTA	00225620	INDEPENDENT DIRECTOR	2 COOL ROAD JALANDHAR 144001 PB, INDIA

MANJIT SINGH	07037656	INDEPENDENT DIRECTOR	H.NO. 1296, SECTOR 37-B CHANDIGARH 160036 CH INDIA
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The Company has a Non- Executive Director as a Chairman and one-third of its Director as Independent Director and is according as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Section 149(3) of the Companies Act, 2013 & Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Salwinderjit Kaur, a woman Director is the whole time Director on the Board.

(B) Meetings & Attendance

The Company's Governance Policy requires the Board to meet at least four times in a year. The intervening period between two Board Meetings was well within the maximum gap of four months prescribed Under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The annual calendar of the meeting is broadly determined at the beginning of each year.

During the Financial Year 2015-2016, the Board of Directors met Nine (8) times on the following dates:

1) April 6, 2015	2) May 14,2015
3) May 29, 2015	4) September 02, 2015
5) November 06, 2015	6) November 14, 2015
7) January 04, 2016	8) March 22, 2016

Attendance of Board Meeting and Annual General Meeting

Director	Director Identification Number	Category	No. of Board Meeting attended		Attendance of last AGM
			Held	Attended	
Mr. Sukhdev Singh	01202727	Executive Director	8	8	Yes
Mrs. Salwinderjit Kaur	00798804	Executive Director	8	7	Yes
Mr. Anuj Rai Bansal	01278966	Non-Executive Director	8	2	Yes

Mr. Atul Mehta	00225620	Non-Executive Independent Director	8	8	Yes
Mr. Manjit Singh	07037656	Non-Executive Independent Director	8	8	Yes

(C) Shareholding of the Directors

Numbers of Shares held by the Directors as on 31.03.2016

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

(D) Directorships in other Companies and Chairmanships of Committees

Name of Directors	Number of Directorship held in other public company	Number of Committee positions held in AGI Infra Limited		Sitting fees paid during the period from 01-04-2015 to 31/03/2016 (Amount in Rs.)
		Chairman	Member	
Mr. Sukhdev Singh	1	0	2	Nil
Mrs.Salwinderjit Kaur	1	0	0	Nil
Mr. Anuj Rai Bansal	0	0	1	4500
Mr.Atul Mehta	0	2	1	25500
Mr Manjit Singh	1	1	2	25500

The membership / chairmanship held by the Directors in various Board Committees were within the specified statutory limits.

All Non Executive Directors were paid sitting fees at the rate of Rs. 1500/- for each Board Meeting or Committee Meeting attended.

2. AUDIT COMMITTEE

(A) The Audit Committee of the company is constituted in line with Regulation 18 of the SEBI (Obligations and Disclosure Requirements) Regulation, 2015, read with section 177 of the Act.

(B) Composition and meetings attending by its members are given below:

Name	Category	Number of meetings during the Financial Year 2015-16	
		Held	Attended
Atul Mehta	Non-Executive Independent Director	4	4
Sukhdev Singh	Managing Director	4	4
Manjit Singh	Non-Executive Independent Director	4	4

The Audit Committee had met 4(four)times during the year 2015-16 on 25th May 2015, 13th August 2015, 13th November,2015 and 11th February,2016.

(C) Power of Audit Committee

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

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

(D) Roles and Responsibility of Audit Committee

The roles and responsibilities of the Committee include:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 and Sub Section(5) of that section of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.

- d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, right issues, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or right issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
 8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 9. Discussion with internal auditors any significant findings them and follow up there on.
 10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
 13. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other persons heading the Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 13. Review the Report of Annual Finance Inspection by RBI follow up the status of its compliance by the management.
 14. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 15. Any other responsibility or duty specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.

3. NOMINATION AND REMUNERATION COMMITTEE

(A) The Nomination and Remuneration Committee of the company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the Act.

B) Composition and meetings attending by its members are given below:

Name	Category	Number of meetings during the Financial Year 2015-16	
		Held	Attended
Atul Mehta	Non Executive Independent Director	2	2
Anuj Bansal	Non Executive Director	2	1
Manjit Singh	Non Executive Independent Director	2	2

The Nomination and Remuneration Committee had met 2 (two) times during the year 2015-16 on 5th April 2015 and 30th March 2016.

(C) Scope of Nomination and Remuneration Committee

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

(D) Remuneration policy

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

(E) Remuneration to Directors

The Managing Director and Whole-time Director of the Company are entitled with remuneration of Rs 48, 00,000/- p.a. and Rs. 36, 00,000/- p.a. respectively as approved by the shareholders. Non-Executive

Directors are also entitled to sitting fees for attending meetings of the Board and Committees thereof, the quantum of which is determined by the Board. The sitting fees as determined by the Board of Rs. 1500/- for attending each meeting of Board, Audit Committee, Nomination and Remuneration Committee, and Stakeholder Relationship Committee.

4. STAKEHOLDER RELATIONSHIP COMMITTEE

(A) The Stakeholders Relationship Committee of the company is constituted in line with the provisions of the Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 178 of the ACT.

(B) Composition and meetings attended by its members

Name	Category	Number of meetings during the Financial Year 2015-16	
		Held	Attended
Manjit Singh	Non Executive Independent director	2	2
Sukhdev Singh	Managing Director	2	2
Atul Mehta	Non Executive Independent director	2	2

The Stakeholder Relationship Committee had met 2(Two) times during the year 2015-2016 on 15 June,2015 and 11th February, 2016.

(C) Roles and Responsibility of Committee

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

1. Power to approve share transfer,
2. Power to approve Share transmission,
3. Power to issue duplicate share certificates,
4. Power to approve and issue fresh share certificate by way of split or consolidation of the existing certificate or in any other manner,
5. To monitor the resolution of all types of shareholders/investors grievances and queries periodically,

6. Power to allot shares, equity or preference, fully or partly convertible debentures, or other financial instruments convertible into equity shares at a later date in demat or Physical mode, issue of which has been approved by the Board of Directors of the Company.

7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.”

5. General Body Meetings

(i) The location, date and time of the preceding 3 Annual General Meetings:

AGM	Year ended 31st March	Venue	Date	Time
8 th	2013	At the Registered Office	30.09.2013	11.00 A.M
9 th	2014		30.09.2014	11.00 A.M
10 th	2015		28.09.2015	2.30 P.M

No Extra Ordinary Annual General Meeting has been held during the year.

6. DICLOSURE

- a. In the opinion of the Board, none of the transactions of the Company entered into with related parties were in conflict with the interests of the Company. The details of related party transactions are disclosed in the notes to the accounts – Note 1(M) forming part of Balance Sheet. The members may kindly refer the same. The register of contracts and arrangements containing transactions in which directors are interested is placed before the Board regularly.
- b. The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of financial statements.
- c. The Company had complied with all the requirements relating to stock exchange, SEBI or any other statutory authority, on matters related to capital market and no penalties, strictures were imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- d. The Company has complied with all the mandatory requirements of Corporate Governance to the extent applicable to the company. The Auditors’ Report does not have any qualifications on financial statement and the Company is in the constant effort to move towards a regime of unqualified financial statements. The Board has followed proper mechanism to evaluate the performance of the Non-Executive directors. The Board of Directors proposes to adopt the non-mandatory requirements, as and when necessary.

7) MEANS OF COMMUNICATION

- a. The half yearly and annual results would be intimated to BSE immediately on conclusion of the Board Meeting in which the results were considered.
- b. The financial results will be displayed on the website of the company www.agiinfra.com.com immediately after filling it to BSE as per the requirements of the SEBI (LODR) Regulations, 2015.
- c. The Company is maintaining a functional website www.agiinfra.com wherein all other communications are updated from time to time.

8) GENERAL SHAREHOLDER INFORMATION

1. Company Registration Details: The Company is registered within the state of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is **L45200PB2005PLC028466**.
2. Date, time and venue of AGM: **27th September, 2016; 3.30 P.M.**; at the registered office of the company at Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001
3. Financial Year: The Financial year of the company is 1st April 2015 to 31st March 2016.
4. Date of Book closure: **19th September, 2016 to 27th September, 2016**; (both days inclusive)
5. Dividend payment date: NA
6. Listing on Stock Exchange: The Equity shares of the Company are listed at SME platform of Bombay Stock Exchange Limited (BSE). The Listing fee for the year 2016-2017 (as applicable) has been paid by the Company to BSE.
7. Scrip Code: 539042; Scrip ID: AGIIL, ISIN- INE976R01017
8. Registrar and Transfer Agents: Bigshare Services Pvt. Ltd ,E2 Ansa Industrial Estate, Saki vihar Road, Sakinaka, Andheri East ,Mumbai,Maharashtra,400072, Ph: - 022 - 40430200; Fax: 022 - 28475207, Website:- www.bigshareonline.com, E-mail: ipo@bigshareonline.com
9. Share Transfer System: The Company's shares were listed on the SME platform of BSE ltd on dated 27.03.2015
10. The Company has appointed RTA for its share transfer process and as per the provisions of Clause 50(c) of the SME listing agreement the company had submitted to the BSE half yearly certificate of both half-years of the financial year 2015-16 regarding transfers have been completed within stipulated time.
11. The company had submitted regularly on quarterly basis to the exchange certificates for timely dematerialization of the Company's shares and for conducting a reconciliation of share capital audit on

a quarterly basis for reconciliation of the Company's share capital as per the provisions contained in Regulation 55A of SEBI's (Depositories and Participants) Regulations, 1996.

12. Dematerialization of shares: The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scrip less trading. 100% shares of the Company were held in dematerialized form during the year under review and as on date of this Report.

9) INVESTOR GRIEVANCES

1. Email id for investor grievances: info@agiinfra.com

2. Investor Correspondence:

a) For any assistance regarding dematerialization of shares, share transfer, transmission, change of address, non-receipt of dividend or any other query relating to shares, contact:

1 Bigshare Services Private Limited

E/2, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka
Andheri (East), Mumbai-400072
Maharashtra-India
Ph: - 022 - 40430200; Fax: 022 - 28475207
Website: - www.bigshareonline.com
E-mail: ipo@bigshareonline.com

2. Ms. Aarti Mahajan

Company Secretary and Compliance Officer
AGI Infra Limited,
Jalandhar Heights, 66 Ft Road, Village Pholriwal, Near Urban Estate, Phase-II
Jalandhar, Punjab-144001
Email: info@agiinfra.com

b) For queries on Financial Statements:

Ms. Anchal Kashyap

Chief Finance Officer – AGI Infra Limited
AGI Infra Limited,
Jalandhar Heights, 66 Ft Road, Village Pholriwal, Near Urban Estate, Phase-II
Jalandhar, Punjab-144001
Email: info@agiinfra.com

10) STOCK MARKET PRICE DATA (IN RS. PER SHARE)

The High and Low prices during each month in the financial year 2015-16 at BSE SME are:-

Month	Share Price		
	High	Low	Close

April	58.00	54.65	58.00
May	68.25	58.00	68.25
June	100.55	71.65	81
July	96.00	81.00	96.00
August	105.00	96.50	100.00
September	116.50	102.90	115.00
October	136.50	120.70	135.00
November	129.60	122.40	122.40
December	117.60	111.00	111.00
January	106.70	101.50	101.50
February	106.00	98.20	100.40
March	102.60	94.40	99.70

11) Distribution of Shareholding as on March 31, 2016

Number of Shares	No. of Shareholders	% of Shareholders	No. of Shares Held	% of shareholding
501-1000	2	2.2989	2000	0.0196
1001-2000	29	33.3333	58000	0.5677
2001-3000	2	2.2929	6000	0.0587
3001-4000	3	3.4483	12000	0.1175
4001-5000	1	1.1494	5000	0.0489
5001-10000	10	11.4943	87600	0.8574
Above 10000	40	45.9770	10046120	98.3302
Total	87		10216720	100.00

12) COMPLIANCE CERTIFICATE

The Managing Director has certified that directors and senior management personnel have affirmed compliance with code of conduct as laid by the Company.

The compliance certificate from Secretarial Auditor, CS Saurabh Aggarwal, Practising Company Secretaries, confirming compliance with Corporate Governance as stipulated in Clause 52 of the SME Listing Agreement for the year ended 31.03.2016, was attached with this report.

13) WHISTLE BLOWER MECHANISM

The Company has established the Vigil mechanism to Report the Genuine Concerns of the employees under the supervision of Audit Committee. No Person has denied access to the Chairman of Audit Committee.

14) UNCLAIMED DIVIDENDS

No unclaimed Dividends are lying on Financial Year ended 31st March, 2016. The Company has not declared dividend in any preceding years which have been transferred to the Investor Education and

Protection Fund ("IEPF") as mandated under law. Under law, no claim for un-cashed dividends can lie against either the Company or the IEPF after a period of seven years from the date of disbursement.

15) GENERAL NOTE

The company has complied with all the laws applicable under the Companies Act, 2013 and 1956 to the extent applicable, Listing agreement/SEBI (LODR) Regulations, 2015 and RBI guidelines as applicable to the company during the year. The company has whole time company secretary, had constituted Audit committee, Nomination and Remuneration Committee, Stakeholder's Grievance Committee of the board. The company is committed to comply with the all laws applicable to it in letter and spirit.

For and on behalf of the Board

Sd/-

**Sukhdev Singh
Managing Director
(DIN-01202727)**

Place: Jalandhar

Date: 30.08.2016

ANNEXURE TO CORPORATE GOVERNANCE REPORT

**ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR
FOR COMPLIANCE WITH CODE OF CONDUCT**

I, Sukhdev Singh, Managing Director of **AGI INFRA LIMITED** hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as laid down by the Company for the financial year ended 31st March, 2016.

For AGI Infra Limited

Sd/-

**Sukhdev Singh
Managing Director
(DIN-01202727)**

ANNEXURE TO CORPORATE GOVERNANCE REPORT

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
AGI Infra Limited

We have reviewed the compliance of the conditions of Corporate Governance by M/s AGI Infra Limited for the financial year 2015-16 ended on 31st March, 2016, as stipulated in Clause 52 of the Listing Agreement of the said Company with the BSE Ltd.

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

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

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company, there were no investor grievances remaining unattended /pending for more than 30 days.

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

SD:
Saurabh Aggarwal
Company Secretaries,
M. No. -43524
C.P. No.-16555

Date : 30.08.2016
Place: Jalandhar

Note:

*Members' please note that SEBI vide its Notification dated September 02, 2015 makes the regulations known as "SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" which shall be effective from 01st December, 2015 thereby replacing the "Listing Agreement" entered by the company with BSE Ltd. Hence, the company was required to follow the said regulations instead of "Listing Agreement" requirements from 01st December, 2015 and according to the said regulations the company (being **Listed on a SME Platform of BSE Ltd**) is exempted from the corporate Governance Requirements provided under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V.*

ANNEXURE TO CORPORATE GOVERNANCE REPORT

CERTIFICATION BY MANAGING DIRECTOR AND CFO ON THE FINANCIAL STATEMENTS OF THE COMPANY

We, Sukhdev Singh, “Managing Director” and Anchal Kashyap “CFO” of AGI Infra Limited, to the best of our knowledge and belief certify that:

1) We have reviewed the financial statements and the Cash Flow Statement for the year ended on 31st March, 2016 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view of the Company’s affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

2) There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct.

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

4) We have indicated to the auditors and the Audit Committee:

- significant changes in internal control over financial reporting during the year;
- significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

Aanchal Kashyap
Chief Financial Officer

SukhdevSingh
Managing Director
(DIN-01202727)

Date: 30.08.2016
Place: Jalandhar

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

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Agi Infra Limited ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the adequacy of the internal controls over financial reporting of the Company and operating effectiveness of such controls refer to our separate report in "Annexure B"

Jalandhar
May30,2016

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

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

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the company and the nature of its asset.
 - (c) All the title deeds of immovable properties are held in the name of the company.
- (ii) The inventory has been conducted has been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of inventory is reasonable having regard to the size of the company and the nature of its inventory.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of sections 185 and 186 of the Act, in respect of loans, investments, and guarantees and security.
- (v) The company has not accepted any deposits within the meaning of sections 73 to section 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014(as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of accounts relating materials, labour and other items of cost maintained by the company pursuant to the Rules made by the central government of the maintenance of cost records under section 148(1) of the Companies Act,2013 and we are of the opinion that prima-facie the prescribed accounts and records have been made and maintained
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited to the appropriate authorities . Further, No undisputed amounts payable in respect thereof were outstanding at the year – end for a period of more than six months from the date they became payable.

- (b) There are no dues in respect of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion, the company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders during the year.
- (ix) The company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, the term loans were applied for the purposes for which these are obtained.
- (x) No fraud by the company or on the Company by its officers or employees has been noticed or reported during the year covered by our audit
- (xi) In our opinion, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act during the year by the company.
- (xii) In our opinion, the Company is not Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and requisite details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him and
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has not been obtained by the Company

Jalandhar
May30,2016

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

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

Annexure – B to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of AGI Infra Limited (“the Company”) as on 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and the completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion to the Company’s internal financial controls financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide the reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directions of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, having regard to the size of the Company and its operation, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated by the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Jalandhar
May30,2016

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

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

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

Balance Sheet as at 31st March, 2016

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	102,167,200.00	102,167,200.00
(c) Reserves and Surplus	2	220,283,587.47	182,541,948.08
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	405,427,274.21	300,015,479.27
(b) Deferred tax liabilities (Net)		(2,997,975.00)	(1,523,938.00)
(c) Other Long term liabilities			
(d) Long term provisions			
(4) Current Liabilities			
(a) Trade payables	4	82,934,950.97	31,854,252.88
(b) Other current liabilities	5	715,114,096.92	703,367,840.10
Total		1,522,929,134.57	1,318,422,782.33
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	6	83,973,053.83	46,435,165.00
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	7	17,270,673.00	6,821,273.00
(c) Long term loans and advances			
(2) Current assets			
(a) Current investments			
(b) Inventories	8	1,295,750,000.00	1,106,650,000.00
(c) Trade receivables	9	18,050,197.12	42,163,216.68
(d) Short Term Loans & Advances	10	31,453,200.00	-
(d) Cash and cash equivalents	11	34,237,039.26	93,384,901.80
(e) Other current assets	12	42,194,971.36	22,968,225.85
Total		1,522,929,134.57	1,318,422,782.33

Auditor's Report
As per our report of even date annexed hereto

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS

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

Place: Jalandhar
Dated :30.05.2016

For AGI Infra Ltd

SD- S.Sukhdev Singh (Managing Director) SD- Salwinderjit Kaur (Whole Time Director)

SD- Aarti Mahajan (Company Secretary) SD- Anchal Kashyap (Chief Financial officer)

Profit and Loss statement for the year ended 31st March, 2016

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	13	605,875,440.46	407,923,797.00
II. Other Income	14	3,841,486.20	1,970,450.33
III. Total Revenue (I + II)		609,716,926.66	409,894,247.33
IV. Expenses:			
Cost of materials consumed			
Purchase of Stock-in-Trade	15	526383151.86	336981029.04
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	(189,100,000.00)	(147,890,100.00)
Employee benefit expense	17	77626357.20	78242331.13
Financial costs	18	53,962,954.98	45,874,456.70
Depreciation and amortization expense	19	15,907,534.00	15,289,780.02
Other expenses	20	66,800,076.23	39,561,053.50
Total Expenses		551,580,074.27	368,058,550.39
V. Profit before exceptional and extraordinary items and tax (III - IV)		58,136,852.39	41,835,696.94
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		58,136,852.39	41,835,696.94
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		58,136,852.39	41,835,696.94
X. Tax expense:			
(1) Current tax		20200000.00	15,000,000.00
(2) Deferred tax		(1,064,312.00)	(1,523,938.00)
Total		19,135,688.00	13,476,062.00
XI. Profit(Loss) from the period from continuing operations (IX - X)		39,001,164.39	28,359,634.94
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		39,001,164.39	28,359,634.94
XVI. Earning per equity share:			
(1) Basic		3.82	3.78
(2) Diluted		3.82	3.78

Auditor's Report
As per our report of even date annexed hereto

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS

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

Place: Jalandhar
Dated :30.05.2016

For AGI Infra Ltd

SD- SD-
S.Sukhdev Singh Salwinderjit Kaur
(Managing Director) (Whole Time Director)

SD- SD-
Aarti Mahajan Anchal Kashyap
(Company Secretary) (Chief Financial officer)

NOTES ON ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

- a. Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013.
- b. The Company follows the mercantile system of accounting on a going concern basis.

B. Use of Estimates

These preparation of financial statement is in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent assets and liabilities as at the date of financial statements are reported amounts of incomes and expenses during the period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management become aware of changes in circumstances surrounding the estimates.

C. Fixed Assets, including Intangible Assets and Capital Work in Progress

- a) Fixed assets are stated at cost of acquisition or construction (net of Cenvat Credits). All cost relating to the acquisition and installation of fixed assets are capitalized and include borrowing costs directly attributable to construction or acquisition of fixed assets, up to the date of asset is put to use and adjustment arising out of exchange rate variation relating to liabilities attributable to those fixed assets. They are stated at historical cost less depreciation.
- b) Capital Work-In-Progress comprises of the cost of fixed assets that are not yet ready for their intended use at the reporting date.

D. Depreciation and Amortization

Depreciation has been provided based on life assigned to each asset in accordance with schedule II of the Companies Act 2013. Share Issue expenses has been written off in five years.

E. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- a) Revenue from job work is recognized on the basis of % completed service contract.
- b) Sales are accounted for on handed over of possession to the customers and are exclusive of the Service Tax, sales return rebate & discount, rate difference but inclusive of the sales tax, if any.
- c) Dividend income and insurance claim has been accounted on cash basis.
- d) Commission income, profit on sale of Assets, Investment, Export incentives, Int. on FDR are accounted on accrual basis.
- e) Custom duty refund not recovered from the buyers and it will be recognised in the books of accounts as and when recovered from the custom department

F. Inventories

- a) Inventories of Raw materials are valued at cost, determined on FIFO basis. Cost of Raw Materials Stocks is determined so as to exclude from cost, taxes and duties, which are subsequently Recoverable from taxing authorities.
- b) Stock of Work-in-progress valued at estimated cost.
- c) Stock of finished goods is valued at cost or market price whichever is less.

G. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non cash nature and deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

H. Foreign Currency Transactions

Sometimes the payments are received from the NRI customers in foreign exchange and the amount received after conversion is credited to their accounts. Question of exchange difference does not arise. In case of foreign exchange outgo actual payments made through banks are debited to the parties.

I. Investment

Investments are classified into long-term investments and short-term investments. Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long Term Investments & Short Term Investments are carried at cost. No provisions for diminution has been made as in the opinion of the management the diminution are temporary in nature.

J. Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment thereof based on external/ internal factors. An impairment loss in accordance with Accounting Standard-28 "Impairment of Assets " is recognized wherever the carrying amount of an assets exceeds its recoverable amount, which represent the greater of the net selling price of assets and their value in use. An impairment loss recognized in prior accounting period is reversed if there has been a change in estimate of recoverable amount.

K. Retirement and other Employee Benefits

- a) Gratuity - Liabilities in respect of Gratuity is being provided in respect of employees who have completed 5 years of service as on date of balance sheet.
- b) Provident Fund and Leave Encashment - A liability in respect of Provident Fund & Leave Encashment is provided in the accounts on accrual basis for the period.

L. Segment Reporting

- a) The company is dealing in construction & development of Real Estate Business. There is no other segment in which company is engaged.

M. Related Party transactions

Relationship	Name of Related Party	Type of Transaction	Amount
Entities in which director have significant influence	Aay Jay Builders	Purchase of Fixed Asset	1,15,80,660.00
	Aay Jay Builders	Sale of Material	92,51,000.00
	AGI Hospitalities Limited	Sale of Shops	1,00,00,000.00

N. Borrowing cost

Borrowing Cost directly attributable to the acquisition or construction of qualifying assets is capitalized. Other borrowing cost is recognized as expenses in the period in which they are incurred.

O. Taxation

- a) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- b) Deferred tax is recognized, on timing differences, being the Difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.
- c) Minimum Alternate Tax (MAT) Credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during specified period. The year in which the MAT credit becomes eligible, it is to be recognized as an asset. In accordance with recommendation contained in the guidance note issued by ICAI, said asset is created by way of credit/reversal of provisions to Profit and Loss A/c and shown as MAT Credit Entitlements in Loans and Advances. The company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

P. Provisions, Contingent Liabilities and Contingent Assets:

- a)** The company has submitted performance guarantees aggregating Rs. 93.04 lacs in favour Jalandhar Development Authority in respect of licenses issued by JDA for approving group housing projects.
- b)** There are certain litigations pending against the company on account of which a liability of Rs.1.90 lacs may arise in future.

Q. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

- R.** There are no Auditor's Qualifications in the Financial Statements of the Company.

NOTE 1 SHARE CAPITAL

Particulars	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	AMOUNT	Number of shares	AMOUNT
(a) Authorised Equity shares of Rs.10 each with voting rights	12,000,000.00	120,000,000.00	12,000,000.00	120,000,000.00
(b) Issued # Equity shares of Rs. 10 each with voting rights	10,216,720.00	102,167,200.00	10,216,720.00	102,167,200.00
(c) Subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	10,216,720.00	102,167,200.00	10,216,720.00	102,167,200.00
(d) Subscribed but not fully paid up	-	-	-	-
Total	10,216,720.00	102,167,200.00	10,216,720.00	102,167,200.00

NOTE 2 RESERVE & SURPLUS ACCOUNT

Profit & Loss Appropriation Account		
Opening balance	182,541,948.08	172,647,089.14
Add: Profit / (Loss) for the year	58,136,852.39	41,835,696.94
Income Tax Refund	-	-
Provision w/back	-	-
deffered tax asset	1,474,037.00	1,523,938.00
deffered tax liability w/back	-	535,000.00
Less: Interim dividend	-	-
Income Tax paid	604,938.00	240,576.00
Transferred to:		
General reserve	-	-
Bonus Issue	-	18,759,200.00
Provision for I.Tax	20,200,000.00	15,000,000.00
Deferred Tax Liability	-	-
Other reserves (give details)	1,064,312.00	-
Closing balance	220,283,587.47	182,541,948.08

NOTE 3 LONG TERM BORROWINGS

Particulars	As at 31 March, 2016	As at 31 March, 2015
FROM BANKS & FINANCIAL INSTITUTIONS		
L & T Finance Limited- Tower Crane	0.00	61765.00
Obc Term Loan A/c No:-17067015000188	8182389.46	10708841.00
PNB Term Loan A/c	125324162.00	0.00
PNB New Car Loan	914336.00	1111052.00
PNB Term Loan A/c-prime tower	137994342.00	191983669.00
PNB Term Loan A/c-Business Center	100490587.00	82660086.00
HDFC Mortgage Loan	18238192.75	8783092.27
S.B.I. Term Loan	9195026	0.00
FROM OTHERS		
Satkartar Finlease Pvt Ltd	5088239.00	4706974.00
Total	405,427,274.21	300,015,479.27

NOTE 4 TRADE PAYABLES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Sundry Creditors	82934950.97	31854252.88
Total	82,934,950.97	31,854,252.88

NOTE 5 OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Audit Fee Payable	225000.00	90000.00
TDS Payable	535432.00	541234.38
Telephone Expenses Payable	30171.00	26882.00
Provision for Income Tax	20200000.00	15000000.00
Amount received against Booking	669844744.12	680894246.87
Cheques issued but not presented	7341415.00	0.00
Electricity exp payable (66ft road)	1151607.26	593490.00
Epf payable A/c	432344.00	427302.00
Labour welfare fund payable	238.00	238.00
Salary & Wages payable	1366737.00	1199143.00
Interest Payable	114414.46	0.00
Service tax payable	8006759.08	2547772.85
Salary payable to directors	2664058.00	685406.00
Bonus Payable	528930.00	529889.00
Leave with wages Payable	300984.00	832236.00
Rent Security	1306951.00	0.00
Provision for CSR	950800.00	0.00
Provision for Gratuity	113512.00	0.00
Total	715,114,096.92	703,367,840.10

NOTE 7 INVESTMENTS

PARTICULARS	As at 31 March, 2016	As at 31 March, 2015
Property S.C.O 102	4,461,273.00	4,461,273.00
Advance for land	12,809,400.00	2,360,000.00
Total	17,270,673.00	6,821,273.00

NOTE 8 INVENTORIES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Finished Goods & Work in Progress	1,295,750,000.00	1,106,650,000.00
Total	1,295,750,000.00	1,106,650,000.00

NOTE 9 TRADE RECEIVABLES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Sundry Debtors	18050197.12	42163216.68
Total	18,050,197.12	42,163,216.68

NOTE10 SHORT TERM LOANS & ADVANCES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Advance Against Land	10,100,000.00	-
Change of Land Use	21,353,200.00	-
Total	31,453,200.00	-

NOTE 11 CASH AND CASH EQUIVALENT

Particulars	As at 31 March, 2016	As at 31 March, 2015
Cash in Hand	1211671.54	414328.87
Cheques Deposited But Not Yet Credited	6458968.00	0.00
Oriental Bank of Commerce - 466	674285.48	3564.48
Oriental Bank of Commerce - 833	0.00	11379.00
Oriental Bank of Commerce - AGI 1341	93.25	63763.25
Oriental Bank of Commerce - LPU	2119.00	831.00
Punjab National Bank FDR A/c	4953151.00	509409.00
Oriental Bank of Commerce	11285.00	0.00
OBC C/a- 17061131000024	42337.59	200358.36
OBC Fdrs against Bank Guarantee	1701380.00	1554048.00
ICICI-151005000132	1731892.10	1586722.37
PNB C/a - 216	9509122.81	38425618.45
State Bank of India c/a	209856.87	0.00
State Bank of Patiala c/a	817136.00	2252276.00
HDFC C/A	177428.46	911650.00
PNB Flexi A/c 216	0.00	650000.00
PNB C/a - 727	78203.77	22871.75
PNB C/a - 736	0.00	5690985.25
Canara Bank c/a	94719.00	21945.00
PNB-4951002100000820	423106.77	16544.75
OBC-307	58664.98	56865.97
OBC c/a	21000.00	0.00
SBI C/A	476347.50	337517.00
PNB-37	903320.82	
PNB-12	88287.32	750223.30
PNB-55	4279836.00	0.00
Axis Bank Escrow A/c	0.00	39904000.00
PNB-4010	5226.00	0.00
Imprest with Bank	307600.00	0.00
Total	34,237,039.26	93,384,901.80

NOTE 12 OTHER CURRENT ASSETS

Particulars	As at 31 March, 2016	As at 31 March, 2015
Advance to staff	244425.30	315183.00
Advance Income Tax	19800000.00	14600000.00
Cenvat Credit Claim	966194.00	0.00
Other Debtors	4551516.00	0.00
Rent Receivable	15000.00	
Generator Rent Receivable	10687.00	0.00
Prepaid insurance	297495.00	113983.00
Bank Charges Recoverable	982899.00	
LPG	95484.07	22932.22
TDS	608991.00	306058.00
TDS Recoverable From others	127299.38	136180.38
TCS Recoverable	1800.00	
Service Tax Receivable from customers	3768462.00	
Security Gas Cylinder	193716.00	193716.00
Security against electricity - 66 ft	930933.00	439263.00
Security with BSE SME	1499040.00	1499040.00
Security with Shipping Co.	160000.00	
Input tax credit	3849155.81	1898688.45
Unexpired Bank Guarantee Charges	383835.00	505463.00
Income Tax Refund A.Y. 13-14	0.00	461230.00
Income Tax Refund A.Y. 14-15	384280.00	384280.00
Misc Expenditure - Unammortised Share Issue Expenses	3323758.80	2092208.80
Total	42,194,971.36	22,968,225.85

NOTE 13 REVENUE FROM OPERATIONS

Particulars	As at 31 March, 2016	As at 31 March, 2015
Sales	605827592.46	407899347.00
Service Charges	47,848.00	24,450.00
Total	605,875,440.46	407,923,797.00

NOTE 14 OTHER INCOMES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Interest Received	572876.64	707189.00
Rebate & Discount A/c	576253.56	128106.70
Power Backup receipts	638971	805122.00
Sale Power Back up	980226	72334.63
Miscellaneous Income A/c	16913	116968.00
Rent Received	963779	75000.00
Flat Transfer fee	92467	65730.00
Total	3,841,486.20	1,970,450.33

NOTE 15 PURCHASES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Purchases	495593786.86	326218635.04
Change of Land Use & License Fee & Approvals	30789365.00	10762394.00
Total	526,383,151.86	336,981,029.04

NOTE 16 CHANGE IN INV. OF FIN. GOODS, WORK IN PROGRESS & STOCK IN TRADE

Particulars		As at 31 March, 2016	As at 31 March, 2015
Inventories at the end of the year:			
Finished goods			-
Work-in-progress		1,295,750,000.00	1,106,650,000.00
Stock-in-trade			
	TOTAL	1,295,750,000.00	1,106,650,000.00
Inventories at the beginning of the year:			
Finished goods			
Work-in-progress		1,106,650,000.00	958,759,900.00
Stock-in-trade		-	
	TOTAL	1,106,650,000.00	958,759,900.00
	Net (increase) / decrease	(189,100,000.00)	(147,890,100.00)

NOTE 17 EMPLOYEE BENEFIT EXPENSES

Particulars		As at 31 March, 2016	As at 31 March, 2015
Labour Charges		50822688.20	51902860.13
Salaries		16369064.00	18223710.00
Directors Remuneration		8400000.00	6000000.00
Staff Welfare		363318.00	199883.00
Employer's Provident Fund A/c		841373.00	553753.00
Bonus		528930.00	529889.00
Leave With Wages		300984.00	832236.00
	Total	77,626,357.20	78,242,331.13

NOTE 18 FINANCIAL EXPENSES

Particulars		As at 31 March, 2016	As at 31 March, 2015
Interest & Other Charges		53962954.98	45874456.70
	Total	53,962,954.98	45,874,456.70

NOTE 19 DEPRECIATION AND AMORTIZATION EXPENSES

Particulars		As at 31 March, 2016	As at 31 March, 2015
Depreciation		15907534.00	15,289,780.02
	Total	15,907,534.00	15,289,780.02

NOTE 20 OTHER EXPENSES

Particulars	As at 31 March, 2016	As at 31 March, 2015
Audit Fee	250000.00	200000.00
Advertisement	6720902.00	4582147.00
Amc Charges	0.00	5998.57
Business Promotion	277520.00	106215.00
Computer Expenses	121807.00	35472.20
Charity & Donation	306100.00	52000.00
Consumables Stores	10500.00	145860.00
Custom Duty Expenses	8857088.00	357449.00
Clearing & Forwarding Expenses	3607049.37	134322.00
Commission A/c	4236600.00	1245555.00
Electricity Expenses	5699716.26	5292880.64
Foreign Travelling Expenses	672970.00	585328.00
Festival Expenses	527603.00	0.00
Fees To Architect	1222655.00	223438.00
Freight & Octroi A/c	3317059.50	1183507.00
Fees, Taxes & Subscription	2943745.00	2258857.00
Gardening Expenses	531113.00	727386.00
General Expenses	56731.00	167640.00
Service Tax - Swatch Bharat	146051.50	0.00
Hire Charges	22733.00	295499.50
Installation Charges	252199.00	133500.00
Insurance Exps	588082.00	481177.00
Legal Expenses	170832.00	41050.00
Lease Rentals	168000.00	0.00
Misceleneous Expenses	369130.00	103267.00
Postage Expenses	24288.00	20356.00
Ptg. & Sty. Expenses	782328.00	1037009.00
Professional Charges	512000.00	609900.00
Preliminary Expenses w/off during year	961702.00	523052.20
Petrol & Fuel Exp.	11941241.85	10214643.76
Rent Office	0.00	12000.00
Repair & Maintenance	5267896.03	3907018.19
Security Exp.	1504469.00	1621310.00
Travelling & conveyance Exps	281770.30	481750.48
Telephone Exps	448007.42	376275.96
Truck & Tripper Expenses	3967679.00	2399189.00
Vehicle Repair	8418.00	0.00
Property Tax	24090.00	0.00
Total	66,800,076.23	39,561,053.50

AGI INFRA LTD.
66 FEET ROAD NEAR URBAN ESTATE PH-2, VILL. PHOLRIWAL, JALANDHAR
Schedule of Fixed Assets for the Year ending 31 March 2016

Schedule - '6'

S.N	Head of Account	Useful Life(Yrs)	Cost as on 01.04.2015	Additions	Total	Depreciation as on 01.04.2015	Dep. For the year	Total Depreciation	W.D.V. as on 31.03.2016	W.D.V as on 31.03.2015
1	Air Conditioner	10	1869674.14		1869674.14	797499.14	298990.00	1096489.14	773185.00	1072175.00
2	Binatone Telephone	5	33053.00		33053.00	22153.00	6222.00	28375.00	4678.00	10900.00
3	Car A/C	8	4522550.00		4522550.00	1287618.00	995341.00	2282959.00	2239591.00	3234932.00
4	Cc Tv Camera	10	195759.00	268834.78	464593.78	85137.00	86269.00	171406.00	293187.78	110622.00
5	Computer A/c	3	799803.54	380674.88	1180478.42	428690.54	336965.00	765655.54	414822.88	371113.00
6	Cooler	5	12100.00		12100.00	8171.00	2258.00	10429.00	1671.00	3929.00
7	Electrical Control Panles	10	70000.00		70000.00	31502.00	10884.00	42386.00	27614.00	38498.00
8	Fire Fighting Equipment	10	72950.00		72950.00	33022.00	11327.00	44349.00	28601.00	39928.00
9	Furniture A/c	10	1499575.00	657225.00	2156800.00	489657.00	429917.00	919574.00	1237226.00	1009918.00
10	Genrator Set	10	3243415.00	1459059.00	4702474.00	1119161.00	619566.00	1738727.00	2963747.00	2124254.00
11	Hydra	15	1140000.00		1140000.00	462000.00	127220.00	589220.00	550780.00	678000.00
12	Machinery A/c	12	17830514.00	7041083.39	24871597.39	6472896.00	2837270.00	9310166.00	15561431.39	11357618.00
13	Mercedes Benz	8	4040019.00		4040019.00	2960434.00	369752.00	3330186.00	709833.00	1079585.00
14	Miscellaneous Pumps, Plants & Machinery	12	1162905.00		1162905.00	426715.00	169731.00	596446.00	566459.00	736190.00
15	Mobile Set	5	102107.00	56300.00	158407.00	57324.00	32079.00	89403.00	69004.00	44783.00
16	Motor Cycle/scooter	10	226051.00		226051.00	79815.00	37857.00	117672.00	108379.00	146236.00
17	Office Equipments	10	242430.00	474815.00	717245.00	166042.00	94498.00	260540.00	456705.00	76388.00
18	Pick-up Van	8	528872.00		528872.00	323611.00	67376.00	390987.00	137885.00	205261.00
19	Printer	3	85495.00	156475.50	241970.50	77805.00	60925.00	138730.00	103240.50	7690.00
20	Shuttering Material	12	30404629.00	28933173.03	59337802.03	12576220.00	6875133.00	19451353.00	39886449.03	17828409.00
21	Storage Containers	12	775710.00	1070000.00	1845710.00	319791.00	181331.00	501122.00	1344588.00	455919.00
22	Tower Crane	15	2200000.00	11147782.25	13347782.25	858626.00	666215.00	1524841.00	11822941.25	1341374.00
23	Truck/tractor	8	7254326.39	1800000.00	9054326.39	2946460.39	1547142.00	4493602.39	4560724.00	4307866.00
24	Ups System	10	194117.00		194117.00	87929.00	30070.00	117999.00	76118.00	106188.00
25	Water Cooler/water Purifier	10	82263.00		82263.00	34874.00	13196.00	48070.00	34193.00	47389.00
Totals			78588318.07	53445422.83	132033740.90	32153153.07	15907534.00	48060687.07	83973053.83	46435165.00
Previous Year			73311360.07	5276958.00	78588318.07	16863373.05	15289780.02	32153153.07	46435165.00	56447987.02

FOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTS

For AGI Infra Ltd

SD- S.Sukhdev Singh (Managing Director)	SD- Salwinderjit Kaur (Whole Time Director)
SD- Aarti Mahajan (Company Secretary)	SD- Anchal Kashyap (Chief Financial officer)

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

CASH FLOW STATEMENT for the year ended 31st March, 2016.

(INR in lacs)

Particulars	31st March, 2016	31st March, 2015
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as Restated	581.37	418.36
Adjustment for :		
Depreciation & Amortisation	159.07	152.90
Extra Ordinary Items	-10.64	-
Interest / Dividend Income	-5.73	-7.07
(Profit) / Loss on sale on Fixed Assets		-
Financial Costs	539.63	458.74
Operating Profit before Working Capital Changes	1263.70	1022.93
Adjustment for :-		
(Increase) / Decrease in Inventories	-1891.00	-1478.90
(Increase) / Decrease in Trade Receivables	241.13	-111.48
Increase / (Decrease) in Trade Payables	510.80	-152.56
Increase / (Decrease) in Short Term Provisions	47.90	21.84
Increase / (Decrease) in Other current liabilities	54.82	442.68
(Increase) / Decrease in Other Non Current Assets	0.00	0.00
(Increase) / Decrease in short term loans & Advances	-314.53	0.00
(Increase) / Decrease in other Current Assets	-192.27	-50.02
Cash Generated from Operations	-1543.15	-1328.44
Direct Taxes Paid	-193.31	-131.81
Net cash from / (used in) operating activities (A)	-1736.46	-1460.25
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Incl CWIP)	-534.45	-52.77
Sale of Fixed Assets		-
Profit / (Loss) on sale of Fixed Assets		-
Other non Current Investments	-104.49	-23.60
Purchase / Sale of Investments		-
Interest / Dividend Income	5.73	7.07
Net cash from / (used in) Investing activities (B)	-633.21	-69.30
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From issue of share capital (including Premium)	0.00	1499.04
Share Application Money		-
Increase / (Decrease) in Long Term Borrowing	1054.12	185.47
Increase / (Decrease) in Long Term Loans & Advances		-
Increase / (Decrease) in Short Term borrowing		-
Financial Costs	-539.63	-458.74
Net cash from / (used in) financing activities (C)	514.49	1225.77
Net (Decrease) / Increase in cash and Cash Equivalents (A+B+C)	-591.48	719.15
Cash and cash equivalents at beginnings of year	933.85	214.70
Cash and cash equivalents at end of year	342.37	933.85

As per our report of even date attachedFOR R.S.KALRA & ASSOCIATES
CHARTERED ACCOUNTANTSProprietor
(R.S.Kalra)
M.No. : 086488
FRN : 007744N

for and on behalf of AGI INFRA LTD

SD-
S.Sukhdev Singh
(Managing Director)SD-
Salwinderjit Kaur
(Whole Time Director)SD-
Aarti Mahajan
(Company Secretary)SD-
Anchal Kashyap
(Chief Financial officer)

AGI INFRA LIMITED

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar,
Punjab-144001,

Phone No : 0181-2681986, Fax No : 0181-2681886

Website: www.agiinfra.com, E-Mail: info@agiinfra.com

CIN- - L45200PB2005PLC028466

ATTENDANCE SLIP

Registered Folio No / DP ID - Client ID: _____

Name & Address of First/Sole Shareholder: _____

No. of Shares held: _____

I hereby record my presence at the 11th Annual General Meeting of the Company being held on **Tuesday, 27th DAY OF September, 2016** at 3.30 P.M. at Registered office of the company at Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

**Form No- MGT-11
(PROXY FORM)**

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

AGI INFRA LIMITED

Regd. Office- Jalandhar Heights, 66Ft Road, Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar,
Punjab-144001

Phone No : 0181-2681986, Fax No : 0181-2681886

Website: www.agiinfra.com, E-Mail: info@agiinfra.com

CIN- - L45200PB2005PLC028466

Name of the member (s):

Registered Address:

E-mail Id: Folio No. /Client Id: DPID.....

I/We, being the member(s) holdingshares of the above named Company, hereby
appoint Mr. /Ms..... Address:

E-mail ID: Signature:or failing him

Mr. /Ms..... Address: E-mail ID:

..... Signature:or failing him Mr/Ms.....

Address: E-mail ID:

Signature: as my/our proxy to attend and vote (on a poll) for me/us and on
my/our behalf at the 11th Annual General Meeting of the Company, to be held on the **Tuesday, 27th**

September 2016 at 3.30 P. M. at the registered office of the company at Jalandhar Heights, 66 Ft Road,
Village Pholriwal, Near Urban Estate, Phase-II, Jalandhar, Punjab-144001 in respect of such resolutions as are
indicated below:

Resolution No.

- 1.
- 2.
- 3.
- 4.
- 5.

Signed thisday of2016

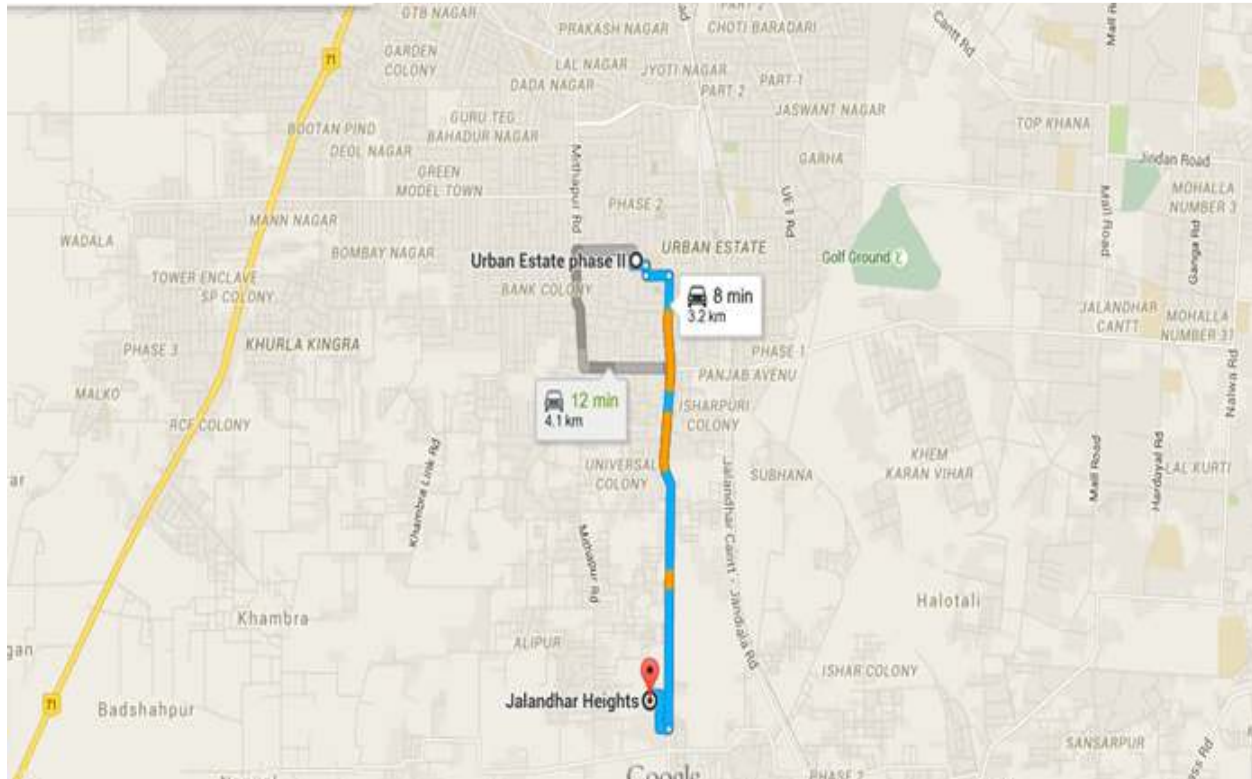
Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

ROUTE MAP

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



PROMINENT LANDMARK: Near Urban Estate-Phase II