

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TIGER LOGISTICS (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017 AT 1:00 P.M. AT MODI HALL, PHD CHAMBER OF COMMERCE, NO. 4/2, SIRI INSTITUTIONAL AREA, AUGUST KRANTI MARG, NEW DELHI- 110016 TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESS

Item No. 1

- § To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors' and Auditors' thereon.
- § To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors' and Auditors' thereon.

Item No. 2

To re-appoint Mrs. Benu Malhotra (DIN-00272443), who retires by rotation and being eligible to offers herself for re-appointment.

Item No. 3

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit and Auditors) Rules, 2014 made there under, the member of the company do hereby ratify the appointment of M/s. V. K. Sehgal, Chartered Accountants (Registration Number 011519N) as the auditors of the Company to hold office till the conclusion of the 18th Annual General Meeting on a remuneration plus reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors and the Auditors."

SPECIAL BUSINESS



Item No. 4

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

To Increase the Remuneration of Mr. Harpreet Singh Malhotra, Managing Director and in this regard, pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Act and Companies (Appointment and Remuneration) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof), applicable clauses of Article of Association of the Company, approval of the members be and is hereby accorded to revision in the remuneration of Mr. Harpreet Singh Malhotra, Managing Director of the Company, by way of increase in remuneration for the remaining period of his tenure as Managing Director, as sat out in the statement annexed to the Notice, with liberty to the Board of Directors (hereinafter includes Nomination and Remuneration Committee of the Board) to alter or vary the remuneration as it may deem fit.

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

Item No. 5

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

To Increase the Remuneration of Mrs. Benu Malhotra, Director cum CFO and in this regard, pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provision of Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Act and Companies (Appointment and Remuneration) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof), applicable clauses of Article of Association of the Company, approval of the members be and is hereby accorded to revision in the remuneration of Mrs. Benu Malhotra, Director cum CFO of the Company, by way of increase in remuneration, as sat out in the statement annexed to the Notice, with liberty to the Board of Directors (hereinafter includes Nomination and Remuneration Committee of the Board) to alter or vary the remuneration as it may deem fit.

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

By Order of the Board of Directors

Sd/-Harpreet Singh Malhotra Chairman cum Managing Director (DIN-00147977)

Place: New Delhi **Date:** 10/08/2017



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed filled and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.

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. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting. A member would be entitled to inspect the proxies lodged at any time during the business hours of the company provided not less than three days notice is given in writing to the company.

- 2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf in the Meeting.
- 3. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip enclosed herewith, duly filled-in for attending the Annual General Meeting.
- 4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to special business is annexed hereto.
- 5. Re-appointment of Director: At this Annual General Meeting Mrs. Benu Malhotra, liable to retire by rotation, and being eligible, offer herself for re- appointment.
- 6. Register of Members and Share Transfer Books will remain close from 20th September, 2017 to 27th September, 2017 (both days inclusive).
- 7. Members intending to seek explanation/clarification about the Accounts at the Annual General Meeting are requested to write to the Company at least 7 days before the Annual General Meeting, so that relevant information may be made available, if the Chairman permits such information to be furnished.
- 8. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.tigerlogistics.in.Further Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
- 9. A member whose name is recorded in the register of members or in the register of beneficial owners maintained by NSDL as on the cut-off date only shall be entitled to avail the facility of e-voting either remotely or at the general meeting.

Instructions of E-Voting are as below



- I. open internet browser by typing the following URL : <u>https://www.evoting.nsdl.com</u>
- II. Click on Shareholder Login
- III. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)
- IV. Click Login
- V. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles
- VI. Select E-Voting Event Number (EVEN) of Tiger Logistics India Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of Tuesday, 26th September, 2017 AT (5:00 PM) whichever is earlier).
- VII. Now you are ready for 'E-Voting' as 'Cast Vote' page opens. Voting period commences on and from Sunday, 24th September, 2017 (10:00 AM) till Tuesday, 26th September, 2017 AT (5:00 PM).
- VIII. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- IX. Once you have voted on the resolution, you will not be allowed to modify your vote.
- X. The e-voting period shall commence on Sunday, 24th September, 2017 (10:00 AM) to Tuesday, 26th September, 2017 AT (5:00 PM) during this period the members of the Company, holding shares in dematerialized form, as on 20th September, 2017 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
 - 10. For shareholders receiving physical copy of Notice of Annual General Meeting Initial password is provided at the bottom of the Attendance Slip which is being sent separately along with the Annual Report. Please follow all steps mentioned above.
 - 11. For shareholders who became members of the Company after the dispatch of Notice of Annual General Meeting Members who have acquired the shares of the Company after the dispatch of the Notice of Annual General Meeting and whose name appears in the Register of Members of the Company or in the Register of Beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September, 2017 will be eligible to cast their vote through remote e-voting.

Such members may obtain the login ID and password by sending a request to any of the following email ids:

- 1. To NSDL at evoting@nsdl.co.in
- 2. To the Registrar and Share Transfer Agents at <u>bssdelhi@bigshareonline.com</u>
- 3. To the Company at <u>investorrelations@tigerlogistics.in</u> /csvishal@tigerlogistics.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you do not remember your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. Thereafter, members are requested to follow the steps mentioned above to cast the vote.



- 12. The Board of Directors has appointed Mr. Manoj Kumar Jain, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman cum Managing Director of the Company after the completion of scrutiny of the e-voting and Ballot Forms with in prescribed time period.
- 13. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.tigerlogistics.in and on the website of the NSDL and communicated to the Stock Exchange.
- 14. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- 15. If a shareholder is already registered with NSDL for e-voting, then they may use their existing User ID and Password for casting the votes.
- 16. Shareholders can update their mobile number and email ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.
- 17. In case of any queries, shareholders may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available in the "Downloads" section of www.evoting.nsdl.com. Shareholders may also contact the Company or its Registrar and Transfer Agents for any assistance in this regard.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto

Item No. 4

The Board of Directors of the Company ("the Board") on recommendation of Nomination and Remuneration committee, at its meeting held on 30.05.2017 has, subject to the approval of Members; revise the remuneration of Mr. Harpreet Singh Malhotra, Managing Director of the Company for the Financial Year 2017-2018 and for remaining period of his tenure. Mr. Harpreet Singh Malhotra was appointed as Managing Director for Five years from 8th May, 2016 to 7th May, 2021 on the terms and conditions as approved by the Board in his meeting held on 30.05.2016.

It is proposed to seek members' approval for the remuneration payable to Mr. Harpreet Singh Malhotra, Managing Director of the Company. Broad Particulars of the remuneration payable to Mr. Harpreet Singh Malhotra are as under:

Remuneration		Basic salary Rs.1,44,00,000/- per annum.
Perquisites, Allowances & Retirement Benefits:		
House Rent Allowance	:	Rs. 72,00,000/- per annum
Grade/Special/Management/Supplementary Allowance	:	Rs. 23,40,800/- per annum.
Medical Reimbursement	:	Rs. 15000/- per annum.
Leave Travel Concession	:	Expenses to be incurred for Mr. Harpreet Singh Malhotra and his dependents to the maximum of Rs.



		25,000/- per annum.	
Conveyance Allowance	:	Rs. 19,200/- per annum.	
Car and Telephone		The Company will provide a car with driver for use on Company's business as well as for personal use.	
		The Company will also provide a telephone at Mr. Harpreet Singh Malhotra place of residence for official and personal local calls.	
Group Accident and Mediclaim Insurance	:	In accordance with the policy of the Company.	
Superannuation	:	In accordance with the policy of the Company.	
Gratuity	:	In accordance with the policy of the Company.	
Furnishing/Accommodation	:	In accordance with the policy of the Company.	
Performance Linked Bonus/incentive	:	In accordance with the policy of the Company.	

Other Terms and Conditions:

Conditions to pay sitting fees will be as per the approval of board.

The Over All Managerial Remuneration payable every year by way of salary, perquisites and allowance etc. As the case may be, shall not exceed in the aggregate 11% of net profits of the Company as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or reenactment(s) thereof.

Mr. Harpreet Singh Malhotra has rich and varied experience in the industry and has been started the Company in May, 2000 as a private limited company. He has emerged as a successful entrepreneur who has received rightful recognition both at national and international level for his endeavor of successfully starting the Tiger Logistics and also for taking it to newer height over the years. He is great with culinary arts and always adds the ingredients of Reliability, Transparency, Hard Work, & Integrity to make the dish as desired by the customers of the Company. It would always be in the interest of the Company to continue to avail of his considerable expertise and accordingly, approval of the members is sought for passing a special resolution for increase in remuneration to Mr. Harpreet Singh Malhotra, Managing Director as required under the provisions of section 197 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms and conditions under section 190 of the Companies Act, 2013.

Mr. Harpreet Singh Malhotra and Mrs. Benu Malhotra are interested in the resolution. The Relatives of Mr. Harpreet Singh Malhotra may be deemed to be interested in the resolution, to the extent of their shareholding, if any in the Company.

Except the above, none of the directors are interested in the above mentioned resolution.

Thus, the Board of Directors recommends the resolution set out at Item No. 4 of the notice for your approval.



Item No. 5

The Board of Directors of the Company ("the Board") on recommendation of Nomination and Remuneration committee, at its meeting held on 30.05.2017 has, subject to the approval of Members; revise the remuneration of Mrs. Benu Malhotra, Director cum CFO of the Company for the Financial Year 2017-2018 and for remaining period of his tenure.

It is proposed to seek members' approval for the remuneration payable to Mrs. Benu Malhotra, Director cum CFO of the Company. Broad Particulars of the remuneration payable to Mrs. Benu Malhotra, Director cum CFO are as under:

Remuneration		Basic salary Rs.18,00,000/- per annum.
Perquisites, Allowances & Retirement Benefits:		
House Rent Allowance	:	Rs. 9,00,000/- per annum
Grade/Special/Management/Supplementary Allowance	:	Rs. 2,40,800/- per annum.
Medical Reimbursement	:	Rs. 15000/- per annum.
Leave Travel Concession	:	Expenses to be incurred for Mrs. Benu Malhotra and his dependents to the maximum of Rs. 25,000/- per annum.
Conveyance Allowance	:	Rs. 19,200/- per annum.
Car and Telephone	:	The Company will provide a car with driver for use on Company's business as well as for personal use. The Company will also provide a telephone at Mrs. Benu Malhotra place of residence for official and personal local calls.
Group Accident and Mediclaim Insurance	:	In accordance with the policy of the Company.
Superannuation	:	In accordance with the policy of the Company.
Gratuity	:	In accordance with the policy of the Company.
Furnishing/Accommodation	:	In accordance with the policy of the Company.
Performance Linked Bonus/incentive	:	In accordance with the policy of the Company.

Other Terms and Conditions:

Conditions to pay sitting fees will be as per the approval of board.

The Over All Managerial Remuneration payable every year by way of salary, perquisites and allowance etc. As the case may be, shall not exceed in the aggregate 11% of net profits of the Company as computed in the manner laid down in section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

Mrs. Benu Malhotra is an Expert Professional in Personal Management in industrial relation. She is an expert in human resources and human relation. It would be in the interest of the Company to continue to



avail of her considerable expertise and accordingly, approval of the members is sought for passing a special resolution for increase in remuneration to Mrs. Benu Malhotra, Director cum CFO as required under the provisions of section 197 of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms and conditions under section 190 of the Companies Act, 2013.

Mrs. Benu Malhotra and Mr. Harpreet Singh Malhotra are interested in the resolution. The Relatives of Mrs. Benu Malhotra may be deemed to be interested in the resolution, to the extent of their shareholding, if any in the Company.

Except the above, none of the directors are interested in the abovementioned resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board of Directors

Sd/-Harpreet Singh Malhotra Chairman cum Managing Director (DIN-00147977)

Place: New Delhi **Date:** 10/08/2017



ANNEXURE TO THE NOTICE

Information as required under the Listing Regulations with respect to the Directors who are retiring by rotation and being eligible seeking re- appointment is as under:

Name of Director	Mrs. Benu Malhotra		
DIN	00272443		
Date of Birth	09.03.1967		
Date of Appointment	23.05.2000		
Experience in Specific Functional Area	Mrs. Benu Malhotra is an expert Professional in Personal Management in Industrial relation. She is an expert in human resources and human relation. She has pioneered the HR needs of logistics industry and is today one of the most respected name in HR field in India. Her long professional career gives company strong value system in following honest ethical standards and corruption free transaction. She has more than 17 years of Experience in HR field.		
Qualification	Post Graduate in Public administration from Punjab University and Personal Management in Industrial relation.		
Directorship in other company	Tiger Softech India Private Limited, Brahma suppliers Private Limited, Sun Warehousing and Distributions Private Limited, Prithvi Shipping Private Limited, Raina Transcontinental Limited, Yieshu Finance and Investment Private Limited and Logistics Kart (India) Private Limited		
Member/ Chairman of committee of the Board of the other Public Limited Companies on which she is a Director	Nil		

TIGER LOGISTICS (INDIA) LIMITED CIN: L74899DL2000PLC105817 Regd. & Corporate Office: 804A-807, 60 Skylark Building, Nehru Place, New Delhi- 110019 Tel.: 011-47351111 Fax.: 011-2622 9671 Website: www.tigerlogistics.in Email.: tlogs@tigerlogistics.in

Members are requested to bring their copy of the Annual Report. Requested further to complete this attendance slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the Meeting.



ATTENDANCE SLIP

(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Name of the Member :

Name of the Proxy, if any :

Folio No/DP & Client ID:

Address:

No. of shares Held:

I certify that I am a registered shareholder / proxy / authorized representative for registered shareholder of the Company.

I hereby record my presence at the 17th Annual General Meeting of Tiger Logistics (India) Limited held on Wednesday, 27th September, 2017 at 1:00 p.m. at Modi Hall ,PHD Chamber of Commerce located at No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

SIGNATURE OF THE SHAREHOLDER/PROXY*

Strike out whichever is not applicable

EVEN	User ID	PASSWORD/PIN



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FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name o	of the member (s):		
Registe	ered address:		
E-mail	Id:		
Folio N	Io/ Client Id:		
DP ID:			
I/We, b	being the member (s) of	shares of the above named (Company, hereby appoint
1.	Name:	Address:	
	E-mail Id:	Signature:	, or failing him;
2.	Name:	Address:	
	E-mail Id:	Signature:	, or failing him ;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Tiger Logistics (India) Limited, to be held on Wednesday, 27th September, 2017 at 1:00 p.m. at Modi Hall ,PHD Chamber of Commerce located at No. 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of such resolutions as are indicated below:



Res	Resolution No.		onal
Ore	linary Business	For	Against
1.	§ Adoption of Audited Standalone Financial Statement for the		
	financial year ended March 31, 2017 and reports of the Board of		
	the Directors and the Auditors thereon.		
	§ Adoption of Audited Consolidated Financial Statement for the		
	financial year ended March 31, 2017 and reports of the Board of		
	the Directors and the Auditors thereon.		
2.	Re-appointment of Mrs. Benu Malhotra as director, who retires by		
	rotation.		
3.	Ratification of appointment of M/s. V.K. Sehgal Associates, Chartered		
	Accountants, as Statutory Auditor of the Company		
Spe	Special Business		
4.	Increase in the Remuneration of Mr. Harpreet Singh Malhotra,		
	Managing Director of the Company.		
5.	Increase in the Remuneration of Mrs. Benu Malhotra, Director Cum		
	CFO of the company.		

Signed this day of 2017.

Signature of shareholder

Please affix Revenue Stamp.

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

* it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



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The member who are not able to attend the Annual General Meeting can send their assent or dissent in writing in respect of the resolutions as set out in the notice by sending the duly filed and signed ballot/Poll form to Mr. Manoj Kumar Jain, PCS, Scrutinizer c/o F-2, Plot No-299, Sector-4, (Near Vaishali Metro Station) Vaishali, Ghaziabad, UP-201010 Ph : 0120-4138598 so as to reach him on and before 26th September, 2017.

Name	
Address	
DP Id	
Client Id	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s)/Special Resolution as specified in the notice of Tiger Logistics (India) Limited dated 10^{th} August, 2017 to be passed through ballot/poll for the business stated in the said notice by conveyance my /our assent or dissent to the resolution in the relevant box.

Sl. No.	Resolution	Type of resolution (Ordinary/ Special)	I / we assent to the resolution (For)	I /We dissent to the resolution (Against)
Ordina	ary Business	I	I	(8
1	 \$ Adoption of Audited Standalone Financial Statement for the financial year ended March 31, 2017 and reports of the Board of the Directors and the Auditors thereon. \$ Adoption of Audited Consolidated Financial Statement for the financial year ended March 31, 2017 and reports of the Board of the Directors and the Auditors thereon. 	Ordinary		
2.	Re-appointment of Mrs. Benu Malhotra as director, who retires by rotation.	Ordinary		
3.	Ratification of appointment of M/s. V.K. Sehgal Associates, Chartered Accountants, as Statutory Auditor and to authorize the Board to fix their remuneration.	Ordinary		
Specia	Special Business			
4.	Increase in Remuneration of Mr. Harpreet Singh Malhotra, Managing Director of the Company.	Special		
5.	Increase in Remuneration of Mrs. Benu Malhotra, Director Cum CFO of the company.	Special		

Signature of the Member/ Beneficial Owner



VENUE OF AGM

