

AFCONS INFRASTRUCTURE LIMITED



Registered office: "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd., Azad Nagar, P.O., Andheri (West), Mumbai – 400 053
Tel.: 67191000 Fax: 26730047, Website: www.afcons.com; CIN: U45200MH1976PLC019335

NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of Afcons Infrastructure Limited will be held on Thursday, 29th September, 2016 at 4.30 p.m. at "Afcons House", 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar P.O., Andheri (West), Mumbai-400053 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
 - b. the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 together with the report of the Auditors thereon.
2. To declare Interim dividend paid on the Equity shares as final dividend for the financial year 2015-16.
3. To declare dividend on Convertible Preference Shares of the Company.
4. To appoint a Director in place of Mr. S Paramasivan (DIN: 00058445) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Umesh Khanna (DIN: 03634361) who retires by rotation and being eligible offers himself for re-appointment.
6. **To appoint M/s.Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No.117364W) and M/s. HDS & Associates LLP, Chartered Accountants (ICAI Firm registration no. W100144) as the Joint Statutory Auditors of the Company and fixing their remuneration**

To consider and, if thought fit to pass the following resolution with or without modification as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, M/s. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm registration no.117364W) be and is hereby appointed as the Joint Statutory Auditor of the Company along with M/s. HDS & Associates LLP, Chartered Accountants, (ICAI Firm registration no. W100144) in place of M/s. J.C.Bhatt & Associates, Chartered Accountants, (ICAI Firm registration no.130923W), the retiring Joint Statutory Auditors of the Company, to hold offices for the respective tenure stated below on such remuneration (excluding service tax and out of pocket expenses in connection with the audit of the Accounts of the Company) as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee:

- a. M/s. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Firm registration no.117364W) shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty-First Annual General Meeting of the Company to be held in the year 2017.
- b. M/s. HDS & Associates LLP, Chartered Accountants, (ICAI Firm registration no W100144) shall hold office for a term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of Forty-Fifth Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every Annual General Meeting) to be held in the year 2021."

SPECIAL BUSINESS

7. **To appoint Ms. Roshen Minocher Nentin (DIN:00004884) as the Director of the Company**

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

"RESOLVED THAT pursuant to provision of the Section 149, 152 and all other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Article 126 of the Articles of Association of the Company, Ms. Roshen Minocher Nentin (DIN:00004884), who was appointed as an Additional Director of the Company with effect from 1st October, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Companies Act, 2013 signifying its intention to propose her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

AFCONS INFRASTRUCTURE LIMITED

8. To appoint Branch Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors be and is hereby authorised to appoint any person(s) qualified to act as Branch Auditor within the provisions of Section 143(8) of the Act, as Branch Auditor(s) of any branch office of the Company, whether existing or which may be opened/acquired hereafter, in India or outside India on such remuneration as may be fixed by the Audit Committee / Board of Directors of the Company.”

9. To ratify the remuneration payable to the Cost Auditor for FY 2016-17

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,00,000/- inclusive of out of pocket expenses plus tax payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), who was appointed by the Board of Directors of the Company as the Cost Auditors of the Company to conduct the audit of cost records of the Company for the Financial Year 2016-17, be and is hereby ratified and confirmed.”

10. To Issue NCDs on private placement basis up to ₹ 200 Crores

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

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby accorded to raise ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores only) vide issue of Unsecured, Redeemable, Unlisted, Rated, Non-Convertible Debentures (“**NCDs**”) on private placement basis in one or more tranches during the period of 1 year from the date of passing of this resolution, on such terms and conditions and to such investors as the Board of Directors of the Company (or any duly constituted Committee of the Board of Directors) may determine and consider proper and most beneficial to the Company and that the said borrowing is within the overall borrowing limit of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the Private Placement of NCDs, the Board of Directors of the Company or any duly constituted Committee of the Board of Directors be and are hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary by the Board of Directors, in their absolute discretion for the purpose of issue and allotment of NCDs, including determining terms, identifying investors, exercising call and put option and redemption of NCDs, etc. and to settle all questions, difficulties or doubts that may arise in relation thereto and sign and submit all documents and to complete all formalities and to do all other things necessary, consequential or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

11. To create charges, mortgages or any other hypothecation on movable or non-movable assets of the Company not exceeding ₹ 20,000 crores

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

“RESOLVED THAT in modification of the resolution passed by the members at the Thirty-Eighth Annual General Meeting held on 30th September 2014, and pursuant to provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to create charges, mortgages and/or hypothecation, in such form and manner and with such ranking (whether exclusive, pari-passu, subservient or otherwise) and at such time and on such terms and conditions as the Board may think fit, on all or any of the movable and/or immovable properties of the Company both present and future and wherever situated, and /or on any part or whole or substantially the whole of the undertaking(s) of the Company and in particular on the whole or substantially the whole of the undertaking(s) of the Company situated at Andheri, Mumbai in favour of the Banks, financial institutions and other lenders for securing the borrowings of the Company availed / to be availed by way of loans, arrangements, facilities, guarantees and/ or securities in the nature of debt instruments issued or to be issued by the Company from time to time, provided that the total amount of such loans, arrangements, facilities, guarantees and/ or securities shall not at any time exceed ₹ 20,000 crores (Rupees Twenty Thousand crores only) in aggregate (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, all costs, charges, expenses and other monies payable by the Company in terms of the Agreement(s), Deed(s) and/ or any other facility documents executed by the Company with such Banks, financial institutions and other lenders in respect of the said loans, arrangements, facilities, guarantees and/ or securities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and execute all such agreements, deeds and documents for creating the aforesaid charges, mortgages and/or hypothecation and to do all such acts, deeds, matter and things as may in the opinion of the Board of Directors, be necessary, proper or expedient for giving effect to the above resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE TIME OF HOLDING THE MEETING.
2. A proxy form of the Annual General Meeting is enclosed.
3. Members /Proxies attending the meetings are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate members, intending to send their authorised representatives to attend the meeting, are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special businesses set out in the Notice is annexed hereto and forms part of the Notice.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive). In case of shares held in physical form, all members/shareholders are requested to lodge transfer deeds, if any, on or before 22nd September, 2016.
8. In case of shares held in physical form, all members/shareholders are requested to address their correspondence, lodge transfer deeds, requests for change of address, if any, with Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, "Subrahmanian Building", No.1, Club House Road, Chennai-600002. The above details in respect of the shares held in electronic form should be sent to the respective depository participants by the members well in time.
9. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent, M/s. Cameo Corporate Services Limited and have it duly filled and sent back to them.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
11. The documents referred in the Notice and Explanatory Statement and the Annual Accounts of the Subsidiary companies will be available for inspection by Members at the registered office of the Company and that of the respective subsidiary companies during 10.30 a.m. to 2.00 p.m. on any working day except Saturdays, Sundays and Public Holidays up to the date of the Fortieth Annual General Meeting. The Company will provide copies of the Annual Accounts of the subsidiary companies and the related detailed information to any member on demand.
12. Information about the Directors proposed to be appointed / reappointed is given as Annexure to the Notice.
13. Pursuant to section 205C of the Companies Act, 1956, all unclaimed/unpaid dividend, as well as the unclaimed /unpaid amount of deposits and interest thereon remaining for a period of 7 (seven) years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim of member/ deposit holder shall lie against the said IEPF or the Company for the amount so transferred nor shall any payment be made in respect of such claim.

Regd.Office:

"AFCONS HOUSE",
16, Shah Industrial Estate,
Veera Desai Road, Azadnagar P.O.,
Andheri (West), Mumbai-400 053
CIN - U45200MH1976PLC019335

By Order of the Board of Directors

P. R. Rajendran
Company Secretary

Place: Mumbai

Dated: 27th June, 2016

AFCONS INFRASTRUCTURE LIMITED

Explanatory Statement under section 102 of the Companies Act, 2013 (“Act”)

An explanatory statement pursuant to Section 102 of the Act with respect to the special business mentioned under item 6 to 11 of the accompanying notice of the meeting:

Item no. 6

M/s. J.C.Bhatt & Associates, Chartered Accountants (ICAI registration no.130923W), were appointed as the Statutory Auditors of the Company at the Annual General Meeting of the Company held on 30th September, 2015 to hold office upto the conclusion of this Annual General Meeting.

M/s. J.C.Bhatt & Associates, the retiring Joint Statutory Auditor of the Company has been statutory auditor of the Company for more than 10 years, being the maximum period permitted under Section 139 of the Companies Act, 2013. Therefore, in compliance with the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and based on recommendation of the Audit Committee, the Board of Directors at its meeting held on 27th June, 2016, recommended the appointment of, M/s. HDS & Associates LLP, Chartered Accountants (ICAI Firm registration no. W100144) as joint statutory auditor in place of M/s. J.C.Bhatt & Associates, Chartered Accountants (ICAI registration no.130923W), the retiring Joint Statutory Auditor of the Company, along with M/s. Deloitte Haskins & Sells, (Baroda), Chartered Accountants (ICAI registration no.117364W) to hold offices for the respective tenure stated below on such remuneration (excluding service tax and out of pocket expenses in connection with the audit of the Accounts of the Company) as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.

- a. M/s. Deloitte Haskins & Sells Chartered Accountants, (ICAI Firm registration no.117364W) shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty-First Annual General Meeting of the Company to be held in the year 2017.
- b. M/s. HDS & Associates LLP, Chartered Accountants (ICAI Firm registration no. W100144) shall hold office for a term of five years i.e. from the conclusion of this Annual General Meeting till the conclusion of Forty-Fifth Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every Annual General Meeting) to be held in the year 2021.

M/s. Deloitte Haskins & Sells, (Baroda), Chartered Accountants (ICAI registration no.117364W) and M/s. HDS & Associates LLP, Chartered Accountants (ICAI registration no. W100144) have provided their respective consent, certificates and declarations as required under Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommends the ordinary resolution set forth at item no.6 of the Notice, for the approval of the members.

None of the Directors, KMPs of the Company or their relatives are in any way concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

Item no. 7

In terms of the provisions of the Act and the Articles of Association of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, vide circular resolution dated 1st October, 2015 appointed Ms. Roshen Minocher Nentin (DIN:00004884) as an Additional Director of the Company.

Ms. Roshen Minocher Nentin holds office only up to the date of this Annual General Meeting. The Company has received notice in writing under Section 160 of the Act along with a deposit of ₹100,000/- from a member signifying its intention to propose Ms. Roshen Minocher Nentin as a candidate for the office of a Director of the Company at this Annual General Meeting of the Company.

The Company has received from Ms. Roshen Minocher Nentin (i) consent in writing to act as director (ii) a declaration to the effect that she is not disqualified from being appointed as Director of the Company in terms of provisions of Section 164(2) of the Act.

The Board seeks the approval of the members for the appointment of Ms. Roshen Minocher Nentin as Director of the Company, liable to retire by rotation, pursuant to the provision of Section 152 and other applicable provisions, if any, of the Act and the Rules made thereunder.

The details of Ms. Roshen Minocher Nentin have been given in the annexure attached to the Notice.

Except Ms. Roshen Minocher Nentin, to whom the resolution relates, none of the other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth at Item no.7 for the approval of the members as Ordinary Resolution.

Item no. 8

As Members are aware, the Company is undertaking several projects/contracts in India and abroad and may also open /acquire new branches in India and abroad in future. To enable the Board of Directors to appoint Branch Auditors for the purpose of auditing the accounts of the Company's Branch Offices, the necessary authorisation of the members is being sought in accordance with the provisions of Section 143 of the Act, in terms of the resolution at Item No.8 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth at Item no.8 for the approval of the members as Ordinary Resolution.

Item no. 9

Pursuant to Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice.

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.00294) as the Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year 2016-17, for a remuneration of ₹ 2,00,000/- inclusive of out of pocket expenses plus tax to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No.00294) have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of Cost Audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth at Item no.9 for the approval of the members as Ordinary Resolution.

Item no. 10

As per provisions of Section 23 and 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 a company shall not make a Private Placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations.

Section 71 of the Act read with Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 governs the provisions relating to issue of debentures. In case of offer / issuance of NCDs, passing of a Special Resolution by the members for all such offers / invitation for such debentures, once in a year is sufficient.

In view of the aforesaid provisions and in order to augment resources for, inter alia, the ongoing capital expenditure, long term working capital/short term working capital and for general corporate purposes, consent of the members is sought to the raising of ₹ 2,00,00,00,000/- (Rupees Two Hundred Crores only) vide issue of Unsecured, Redeemable, Unlisted, Rated, Non-Convertible Debentures ("NCDs") on private placement basis in one or more tranches, on such terms and conditions and to such investors as the Board of Directors of the Company (or any duly constituted Committee of the Board of Directors) may determine from time to time. The raising of funds through NCDs shall be within the overall borrowing limits under Section 180(1)(c) of the Act as approved by the members of the Company at the Annual General Meeting of the Company held on 30th September 2014.

The Company seeks to pass an enabling resolution to borrow funds from time to time by NCDs for an amount not exceeding ₹ 200 crores (Rupees Two Hundred Crores only). The pricing of the NCDs will depend primarily upon the then prevailing market conditions. The terms and conditions for each of the issuance would be approved by the Board of Directors or any of its Committee duly authorized in this regard.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth at Item no.10 for the approval of the members as Special Resolution.

Item no.11

The members of the Company, at the Thirty-Eight Annual General Meetings held on 30th September, 2014, had authorized the Board of Directors to secure the borrowing of the Company by suitable mortgage/ charge/ hypothecation on all or any of the moveable and / or immovable properties, regarded as disposal of the Company's undertakings under Section 180(1)(a) of the Companies Act, 2013 upto the maximum limit of ₹ 15,000 crores (Rupees Fifteen Thousand Crores only) respectively.

It is proposed to pass a special resolution under Section 180(1)(a) and other applicable provision of the Companies Act, 2013 to seek consent of the members to the Board of Director to create charges, mortgages and /or hypothecation on its moveable or immoveable properties for an increased amount of ₹ 20,000 Crores (Rupees Twenty Thousand Crores only) in favour of the Banks, financial institutions and other lenders for securing the borrowings of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution set forth at Item no. 11 for the approval of the members as Special Resolution.

Regd.Office:

"AFCONS HOUSE",
16, Shah Industrial Estate,
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Andheri (West), Mumbai-400 053
CIN - U45200MH1976PLC019335

By Order of the Board of Directors

P. R. Rajendran
Company Secretary

Place: Mumbai

Dated: 27th June, 2016

AFCONS INFRASTRUCTURE LIMITED

ANNEXURE TO THE NOTICE

Details of the Directors Seeking Appointment at the Fortieth Annual General Meeting

1.	Particulars	Mr.S. Paramasivan
	Date of Birth	20.05.1957
	Date of Appointment	10.06.2002
	Qualification	B.com; CAIIB, FCMA, FCS, SCPM
	Experience in Specific Functional Area	He has previously served State Bank of Travancore for over 15 years and Fouress Engineering (India) Ltd. for over 6 years. He has vast experience in banking & finance. He has excelled himself in Turnaround Management with both theoretical and practical experience. He was a member of the Banking & finance Committee of the Bombay Chamber of Commerce and Industry and was in its core group. He has contributed articles on banking and finance, including a book on 'Banking' for internal promotion of officials in the bank. He is a Member in the National Committee on Infrastructure of FICCI and Member in Taxation Committee of CII. He has also served on the Boards of a few other companies as Independent Director. Since 2002 he is associated with the Company as a Whole Time Director.
	Directorship held in other Companies.	1. Afcons Corrosion Protection Pvt. Ltd. 2. Afcons (Mideast) Constructions Investments Private Limited
	Membership / Chairmanship of Committees of other Public Co. (Includes only Audit Committee and Shareholders / Investors Grievance Committee)	-
	Number of Equity Shares held	26,280
	Terms and Condition of re-appointment	Director liable to retire by rotation. He is the Deputy Managing Director of the Company. His terms and conditions of appointment are as approved by members at AGM held on 30 th September 2014.
	Remuneration sought to be paid	As Deputy Managing Director of the Company, he is being paid remuneration as may be decided by the Nomination and Remuneration Committee but within the overall maximum remuneration as approved by the members.
	Number of meeting of the Board attended (during the Financial year 2015-16)	4
	Remuneration last drawn (during the Financial year 2015-16)	₹ 1,41,99,996/-
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	-

2. Particulars	Ms. Roshen Minocher Nentin
Date of Birth	12.12.1952
Date of Appointment	01.10.2015
Qualification	Fellow Member of the Institute of Chartered Accountants of India
Experience in Specific Functional Area	She joined Shapoorji Pallonji Group in 1978 and held the position of Company Secretary of Shapoorji Pallonji and Company Pvt. Ltd., for a period of 37 years. At present she is Director on the Board of several companies of Shapoorji Pallonji Group.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Cyrus Chemicals Private limited 2. Pallonji Shapoorji and Company Private limited 3. S P Kam Synthetics Private Limited 4. Shapoorji and Company Private Limited 5. Shapoorji Pallonji (Gwalior) Private Limited 6. S C Impex Private Limited 7. Cyrus Investments Private Limited 8. S C Finance and Investments Private Limited 9. Sterling Investment Corporation Private Limited 10. Anand Investment Private Limited 11. Mayflower Developers Private Limited 12. Glittery Realty and Construction Private Limited 13. Gretel Systems and Development Private Limited 14. Shapoorji Data Processing Private Limited 15. Advance Tech Energy Additives Private Limited 16. Roxanna Consultancy Services Private Limited 17. Ostendo Consultancy Services Private Limited 18. Hampus Consultancy Services Private Limited
Membership / Chairmanship of Committees of other Public Co. (Includes only Audit Committee and Shareholders / Investors Grievance Committee)	-
Number of Equity Shares held	3310
Terms and Condition of re-appointment	Director Liable to retire by rotation
Remuneration sought to be paid	Sitting fees for attending Board meetings
Number of meeting of the Board attended (during Financial year 2015-16)	2
Remuneration last drawn (during the Financial year 2015- 16)	₹ 1,00,000/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	-

AFCONS INFRASTRUCTURE LIMITED

3. Particulars	Mr. Umesh Khanna
Date of Birth	08.07.1957
Date of Appointment	22.08.2012
Qualification	B.E. (Electrical) from Agra University, Masters in System Engineering & Operations Research from IIT Roorkee, MBA (Marketing) from University of Hull, UK.
Experience in Specific Functional Area	Mr. Umesh Khanna has over 30 years of experience in launching and expanding businesses & markets, business policy & planning and in International Marketing and Contracts Management for power and non power industries. He has worked with Bhel for 27 years. Prior to joining SP Group, he was CEO, Director on Board of BF-NTPC Energy Systems Limited.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Shapoorji Pallonji Projects Private Limited 2. Shapoorji Pallonji Infrastructure Capital Company Private Limited 3. Shapoorji Pallonji Oil and Gas Private Limited 4. Shapoorji Pallonji Forbes Shipping Limited
Membership / Chairmanship of Committees of other Public Co. (Includes only Audit Committee and Shareholders / Investors Grievance Committee)	-
Number of Equity Shares held	-
Terms and Condition of re-appointment	Director Liable to retire by rotation
Remuneration sought to be paid	Sitting fees for attending Board meetings
Number of meeting of the Board attended (during Financial year 2015-16)	3
Remuneration last drawn (during the Financial year 2015- 16)	₹ 1,45,000/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	-



AFCONS INFRASTRUCTURE LIMITED

Registered office: "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd., Azad Nagar, P.O., Andheri (West), Mumbai – 400 053
Tel.: 67191000 Fax: 26730047, Website: www.afcons.com; CIN: U45200MH1976PLC019335

PROXY FORM

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

Name of the member (s):	E-mail Id:
Folio No/ Client Id:	DP ID:
Registered address:	

I/We, being the member (s) of shares of the above named company , hereby appoint

- Name: E-mail Id:
Address: Signature:
or failing him
- Name: E-mail Id:
Address: Signature:
or failing him
- Name: E-mail Id:
Address: Signature:

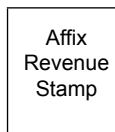
as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Fortieth Annual General Meeting of the Company, to be held on Thursday the 29th September, 2016 at 4.30 p.m. at "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd., Azad Nagar, P.O., Andheri (West), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- To receive, consider and adopt
 - the audited standalone financial statement of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
 - the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 together with the Report of the Auditors thereon.
- To declare Interim dividend paid on the equity shares as Final dividend for the financial year 2015-16.
- To declare dividend on Convertible Preference Shares.
- To appoint a Director in place of Mr. S. Paramasivan (DIN: 00058445) who retires by rotation and being eligible offers himself for re- appointment.
- To appoint a Director in place of Mr. Umesh Khanna (DIN: 03634361) who retires by rotation and being eligible offers himself for re-appointment.
- To appoint M/s.Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No.117364W) and M/s.HDS & Associates LLP, Chartered Accountants (ICAI Firm Registration No.W100144) as the Joint Statutory Auditors of the Company and fixing their remuneration.
- To appoint Ms. Roshen Minocher Nentin (DIN:00004884) as the Director of the Company.
- To appoint Branch Auditor of the Company.
- To ratify the remuneration payable to the Cost Auditor for FY 2016-17.
- To Issue NCDs on private placement basis up to ₹ 200 Crores.
- To create charges, mortgages or any other hypothecation on movable or non-movable assets of the Company not exceeding ₹ 20,000 crores.

Signed this day of 2016

Signature of Member(s)..... Signature of Proxy holder(s)



NOTES:

- 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 hour before the commencement of the Meeting.
- For Resolution, Explanatory Statement and Notes, please refer to the notice of the Fortieth Annual General Meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

AFCONS INFRASTRUCTURE LIMITED

Registered office: "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd., Azad Nagar, P.O., Andheri (West), Mumbai – 400 053
Tel.: 67191000 Fax: 26730047, Website: www.afcons.com; CIN: U45200MH1976PLC019335

ATTENDANCE SLIP

I hereby record my presence at the Fortieth Annual General Meeting of the Company to be held at Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar, P.O., Andheri (West), Mumbai- 400 053 on Thursday the 29th September, 2016 at 4.30 p.m.

Full Name of the *Member/Proxy :

Folio No. OR Client/DP ID No. : No. of Shares held :

* strike out whichever is not applicable.

SIGNATURE OF THE *MEMBER/PROXY

ROUTE MAP TO THE AGM VENUE

