

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 Thirty-Ninth Annual General Meeting of Afcons Infrastructure Limited will be held on Wednesday, 30th September, 2015 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 financial statement of the Company for the financial year ended 31st March, 2015, 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, 2015 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 2014-15.
3. To declare dividend on Convertible Preference Shares of the Company.
4. To appoint a Director in place of Mr. Shapoor P. Mistry (DIN: 00010114) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. K. Subrahmanian (DIN: 00047592) who retires by rotation and being eligible offers himself for re-appointment.
6. **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), M/s.Deloitte Haskins & Sells Chartered Accountants, (ICAI Firm registration no.117364W) and M/s.J.C.Bhatt & Associates, Chartered Accountants, (ICAI Firm registration no.130923W), the retiring Joint Statutory Auditors of the Company be and are hereby re-appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the year 2016 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."

Special business

7. **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, Mr. Pallon S. Mistry (DIN:05229734), who was appointed as an Additional Director of the Company with effect from 29th June 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 his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

8. **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."

AFCONS INFRASTRUCTURE LIMITED

9. **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 ₹ 1,50,000/- plus tax and actual out-of-pocket expenses of 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 2014-15, be and is hereby ratified and confirmed.”

10. **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 ₹ 1,50,000/- plus tax and actual out-of-pocket expenses 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 2015-16, be and is hereby ratified and confirmed.”

11. **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 determining terms of issue of NCDs, indentifying the investor, 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.”

12. **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 Section 179, 186, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to all such consents, sanctions and approvals as may be necessary in that behalf, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of ₹ 100 crores, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account which ever is more.

RESOLVED FURTHER that the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively referred as “**transactions**”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions.”

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. 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.

5. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (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, 2015.
7. 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.
8. 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.
9. The Register of Directors and Key Managerial Personnels 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.
10. 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 Thirty-Ninth 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.
11. Information about the Directors proposed to be appointed / reappointed is given as Annexure to the Notice.
12. 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: 20th August 2015**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 7 to 11 of the accompanying notice of the meeting:-

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, at its meeting held on 29th June 2015 appointed Mr.Pallon S. Mistry as an Additional Director of the Company.

Mr.Pallon S.Mistry 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 Mr.Pallon S. Mistry 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 Mr.Pallon S.Mistry (i) consent in writing to act as director (ii) a declaration to the effect that he 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 Mr.Pallon S. Mistry as Director of the Company, liable to retire by rotation, pursuant to the provision of Section 149 and other applicable provisions, if any, of the Act and the Rules made thereunder.

The details of Mr.Pallon S.Mistry have been given in the annexure attached to the Notice.

AFCONS INFRASTRUCTURE LIMITED

Except Mr.Pallon S. Mistry, to whom the resolution relates and Mr.Shapoor P. Mistry, none of the other Director, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

The Boards recommends the resolution set forth at Item no.7 for the approval of the members.

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.

The Boards recommends the resolution set forth at Item no.8 for the approval of the members.

Item no.9 & 10

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 2014-15 and 2015-16, for a remuneration of ₹ 1,50,000/- plus service tax and actual out-of-pocket expenses.

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 2014-15 and 2015-16.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said resolution.

The Boards recommends the resolution set forth at Item no.9 & 10 for the approval of the members.

Item no.11

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)(a) 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 pricing 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.

The Boards recommends the resolution set forth at Item no.10 for the approval of the members.

Item no.12

The Company, during the course of its business, gives loans, advances, Inter Corporate Deposits, makes investments, provides guarantees and /or provides any security in connection with a loan made by any other person to or to any other person by, any body corporate including its subsidiaries/ group/associate companies /joint ventures etc. In this regard, the Company has from time to time obtained approval of the Shareholders pursuant to the provisions of erstwhile Section 372A of the Companies Act, 1956, now Section 186 of the Companies Act, 2013 (“the Act”).

The Company, being engaged in providing infrastructure facilities, is exempt from the provisions of Section 186 of the Act relating to providing of inter-corporate loans, guarantees and securities. However, provisions of Section 186 for inter-corporate investments are applicable to the Company.

Based on its financials as on 31st March 2015, 60% of the paid-up share capital plus free reserves including securities premium is approximately ₹ 643.42 crores and 100% of free reserves including securities premium is approximately ₹ 550.40 crores. As such, any investments in securities in excess of ₹ 643.42 crores would require approval by way of a Special Resolution of the Members in general meeting.

As on 31st March 2015, the Company had investment in securities of other companies amounting to ₹ 99.08 crores.

It is proposed to invest/acquire the securities of any body corporate (including direct or indirect subsidiary and joint ventures of the Company set-up/likely to be set-up) by way of subscription/purchase or otherwise, upto a sum of ₹ 100 crores, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account whichever ever is more.

The investments proposed by your Company shall be made out of the share capital, internal accruals, loans raised or debentures issued and / or raising of funds in the form of term loans or such other mode as may be decided by the Board subject to approvals as may be required from the Financial Institutions / bank. However any such loans will not be made at a rate below the prevailing bank rate. These will be provided for project cost, working capital and other business requirements of the aforesaid companies.

Considering the business of the Company, proposed projects and their future potential, the Directors are of the opinion that making investments in the securities of the said any body corporate (including direct or indirect subsidiaries and joint ventures of the Company set-up/likely to be set-up) will be in the interest of the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto a sum of ₹ 100 crores, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the Resolution at Item No. 11 of the accompanying Notice.

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: 20th August 2015

AFCONS INFRASTRUCTURE LIMITED

ANNEXURE TO THE NOTICE

Details of the Directors Seeking Appointment at the Thirty-Ninth Annual General Meeting

1.	Particulars	Mr.Shapoor P. Mistry
	Date of Birth	06.09.1964
	Date of Appointment	26.04.2000
	Qualification	B.A (Business and Economics), London
	Experience in Specific Functional Area	He is the Chairman of Afcons Infrastructure Ltd. He is also the Chairman and Managing Director of Shapoorji Pallonji and Company Pvt. Ltd. His expertise includes formulation of business plans, risk evaluation, business investment strategy, funds management and property development.
	Directorship held in other Companies.	<ol style="list-style-type: none"> 1. Shapoorji Pallonji And Company Private Limited 2. Shapoorji Pallonji Finance Limited 3. Shapoorji Pallonji Power Company Limited 4. Cyrus Investments Private Limited 5. Sterling Investment Corporation Private Limited 6. Pallonji Shapoorji And Company Private Limited 7. Shapoorji Pallonji Infrastructure Capital Company Private Limited 8. Samalpatti Power Company Private Limited 9. Forbes & Company Limited 10. Eureka Forbes Ltd 11. The Indian Hotels Company Limited 12. Sovereign Pharma Private Limited 13. S P Oil Exploration Private Limited 14. Forvol International Services Limited 15. Kaisha Lifesciences Private 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 and Committee meetings
	Number of meeting of the Board attended (during the Financial year 2014-15)	3
	Remuneration last drawn (during the Financial year 2014-15)	Sitting fees of ₹ 60,000/- for attending Board meetings
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Related to Mr. Pallon S. Mistry

2.	Particulars	Mr.K.Subrahmanian
	Date of Birth	03.06.1958
	Date of Appointment	15.11.2002
	Qualification	B.E. (Mech). Trichy. Post graduate in Industrial Engg. from NITIE, Mumbai
	Experience in Specific Functional Area	He has vast experience in areas of Project Planning, Execution, Overall Project Management, Contract Management and Corporate Planning. He has extensive experience in heavy Civil Construction works. He has been a recipient of the prestigious "Bharat Shiromani Award - 2004" in recognition of his notable contribution in the field of Construction Industry since 1982.
	Directorship held in other Companies	Simar Port Private Limited
	Membership / Chairmanship of Committees of other Public Co. (Includes only Audit Committee and Shareholders / Investors Grievance Committee)	-
	Number of Equity Shares held	58,208
	Terms and Condition of re-appointment	Director liable to retire by rotation. He is the Vice Chairman and 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 Vice Chairman and 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 at AGM held on 30 th September 2014.
	Number of meeting of the Board attended (during Financial year 2014-15)	4
	Remuneration last drawn (during the Financial year 2014-15)	₹ 1,75,99,998 /-
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---

AFCONS INFRASTRUCTURE LIMITED

3.	Particulars	Mr.Pallon S. Mistry
	Date of Birth	12.03.1992
	Date of Appointment	29.06.2015
	Qualification	Bachelors in Global Business Management from The Regent Business School, London and MSc (Strategic Marketing) from the Imperial College, London.
	Experience in Specific Functional Area	Global Business Management, Strategic Planning
	Directorship held in other Companies.	1. Forbes Technosys Limited 2. Forvol International Services Limited 3. Shapoorji Pallonji Oil and Gas Private 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 appointment	Director liable to retire by rotation
	Remuneration sought to be paid	sitting fees for attending Board and Committee meetings, if any,
	Number of meeting of the Board attended (during the Financial year 2014-15)	NIL Appointed as Additional Director on 29 th June 2015
	Remuneration last drawn (during the Financial year 2014-15)	NIL Appointed as Additional Director on 29 th June 2015
	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Related to Mr. Shapoor P. Mistry



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 Thirty-Ninth Annual General Meeting of the Company, to be held on Wednesday the 30th September, 2015 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 financial statement of the Company for the financial year ended 31st March, 2015, 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, 2015 together with the Report of the Auditors thereon.
- To declare Interim dividend paid on the equity shares as Final dividend for the financial year 2014-15.
- To declare dividend on Convertible Preference Shares.
- To appoint a Director in place of Mr.Shapoor P. Mistry (DIN: 00010114) who retires by rotation and being eligible offers himself for re- appointment.
- To appoint a Director in place of Mr.K.Subrahmanian (DIN: 00047592) 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.J.C.Bhatt & Associates, Chartered Accountants (ICAI Firm Registration No.130923W) as the Joint Statutory Auditors of the Company and fixing their remuneration.
- To appoint Mr.Pallon S. Mistry (DIN:05229734), as the Director of the Company.
- To appoint Branch Auditors.
- To ratify the remuneration payable to the Cost Auditor for FY. 2014-15.
- To ratify the remuneration payable to the Cost Auditor for FY. 2015-16.
- To offer or invitation to subscribe to NCDs on private placement basis up to ₹ 200 Crores.
- Increase in limits of investments in other bodies corporate.

Affix
Revenue
Stamp

Signed this day of 2015

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 Thirty- Ninth 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 jointholders, the signature of any one holder will be sufficient, but names of all the jointholders 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 Thirty-Ninth 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 Wednesday the 30th September, 2015 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



