

AFCONS INFRASTRUCTURE LIMITED



Registered office: "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd., Azad Nagar, P.O., Andheri (West), Mumbai – 400 053

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NOTICE

NOTICE is hereby given that the Forty-Fourth Annual General Meeting of the Members of Afcons Infrastructure Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Wednesday, 30th September 2020 at 4.30 P.M. (IST), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the audited standalone financial statements of the Company for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon; and
 - b. the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 together with the report of the Auditors thereon.
2. To confirm Interim dividend paid on the Equity shares as final dividend for the financial year 2019-20.
3. To declare dividend on Convertible Preference Shares of the Company.
4. To appoint a Director in place of Mr. Giridhar Rajagopalan (DIN: 02391515) who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a Director in place of Mr. Akhil Kumar Gupta (DIN: 03188873) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

6. To appoint Branch Auditor of the Company

To consider and, if thought fit, to pass, 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 are hereby authorised to appoint any person(s) qualified to act as Branch Auditor within the provisions of Section 143(8) of the Act, as the Branch Auditor(s) of any branch office of the Company, whether existing or which may be opened / acquired hereafter, in India or outside India, in consultation with Company's Auditors and on such remuneration as may be fixed by the Audit Committee / Board of Directors of the Company in this behalf."

7. To ratify the remuneration payable to the Cost Auditor for FY 2020-21

To consider and, if thought fit, to pass 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 ("**Act**") read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,20,000/- (excluding 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 2020-21, be and is hereby ratified and confirmed."

8. To re-appoint and fix remuneration of Mr. K. Subramanian, (DIN - 00047592) as an Executive Vice Chairman of the Company for a period of 3 years from 1st July, 2020 to 30th June 2023.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby accorded to the re-appointment of Mr. K.Subramanian (DIN-00047592) whose term of office as an Executive Vice Chairman of the Company expired on 30th June 2020, for a further period of 3 (three) years with effect from 1st July, 2020 upto 30th June, 2023, subject to retirement by rotation and on such terms and conditions including remuneration as set out below and as agreed between the Company and Mr. K.Subramanian, with a liberty 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 alter, vary, revise the terms and conditions or vary the remuneration payable to Mr. K.Subramanian at any time, subject to the same not exceeding the limit specified under section 197, read with Schedule V of the Act.

Remuneration:

- (a) The basic salary and perquisite shall be determined by the Board of Directors or a Committee thereof from time to time, provided that the aggregate value of salary and perquisite does not exceed ₹ 4,58,00,000/- per annum.

Within the said limit, Mr.K.Subramanian will be entitled to avail of the perquisites under different heads as may be applicable to the other Senior Executives of the Company.

The annual increments, which will be effective from 1st July each year, will be decided by the Nomination and Remuneration Committee and/ or the Board of Directors in its absolute discretion and will be merit based and will also take into account Company's performance.

- (b) In addition to the above, Mr.K.Subramanian shall be entitled to the following benefits:-

- (i) Mediclaim Policy for self and family as per the rules of the Company. Reimbursement of medical expenses for self and family not exceeding one month's basic salary per annum. Annual executive health check-up for self and wife. Family means self, spouse, sons upto the age of 21 years and unmarried daughters.

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- (ii) Contribution to Provident Fund @12% of basic salary or at such rate as may be modified by the Government from time to time. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- (iii) Contribution to Superannuation fund @15% of basic salary or at such rate as may be modified by the Government from time to time, as per rules of the Company. As and when the contribution to Superannuation fund is discontinued as per the Rules of the Company, the said amount be paid as Perquisite. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- (iv) Payments of annual incentive as may be applicable to other senior executives of the Company.

The aforesaid remuneration shall not include the following: -

- (i) Gratuity: 15 day's basic salary for each completed year of services.
- (ii) Provision of Company maintained car. In the event Company does not provide a driver, Mr.K.Subramanian will be reimbursed such sum as per rules of the Company. However expenses towards use of Car for personal purpose shall be borne by Mr.K.Subramanian.
- (iii) Reimbursement of one telephone bill at residence. However expenses of personal long distance calls shall be borne by Mr.K.Subramanian.
- (iv) Entitlement to Leave as per rules of the Company, and encashment of the leave accumulated but not availed of as per rules of the Company.
- (v) Reimbursement of all entertainment, club and other expenses actually and properly incurred for the business of the Company.

Mr.K.Subramanian so long as functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The above remuneration shall, in respect of any financial year, be subject to the limit of 10% (Ten Percent) of the net profits as laid down under section 197 of the Act for all the whole time directors or the managing director or manager taken together and also within the total managerial remuneration limit of 11% (Eleven Percent) of the net profits of the Company as laid down under Section 197 of the Act payable by the Company to all its directors, including managing directors and whole-time directors and its managers. The net profit for this shall be computed in the manner laid down in section 198 of the Act.

(c) Other Material Terms of appointment of Mr.K.Subramanian :

- (i) Subject to the superintendence, control and direction of the Board, Mr.K. Subramanian shall exercise such powers as are conferred upon him by the Board from time to time.
- (ii) Mr. K.Subramanian shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment as Executive Vice Chairman or by virtue of vacating the office of Director held by him under Section 167 of the Act.
- (iii) The Agreement with Mr.K.Subramanian may be terminated either by the Company in pursuance of a resolution of the Board of Directors of the Company or by Mr. K.Subramanian by giving three months' notice in writing in that behalf without assigning any reason for such termination. In that event, the party giving notice as aforesaid shall not incur any liability for payment of any compensation by reason of such termination.
- (iv) Mr. K.Subramanian shall keep the secrets of the Company.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit of the Company in any financial year, during the currency of the tenure of Mr.K.Subramanian, then the remuneration and perquisites as set out above shall be paid to Mr.K.Subramanian as minimum remuneration, subject to compliance with the necessary provisions of the Schedule V and other provisions of the Act and obtaining necessary approvals of applicable authorities as may be required for the payment of the said minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as it may in its absolute discretion deemed necessary, proper or expedient including but not limited to making of any application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and /or doubt that may arise in this regard in order to implement and give effect to the foregoing resolution.”

9. To re-appoint and fix remuneration of Mr. S.Paramasivan (DIN- 00058445) as a Managing Director of the Company for a period of 3 years from 1st July, 2020 to 30th June 2023.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company be and is hereby accorded to the re-appointment of Mr. S.Paramasivan (DIN-00058445), whose terms of office as a Managing Director of the Company expired on 30th June 2020, for a further period of 3 (three) years with effect from 1st July, 2020 upto 30th June, 2023, subject to retirement by rotation and such terms and conditions including remuneration as set out below and as agreed between the Company and Mr. S.Paramasivan with a liberty 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 alter, vary, revise the terms and conditions or vary the remuneration payable to Mr.S.Paramasivan of the Company at any time, subject to the same not exceeding the limit specified under section 197, read with Schedule V of the Act.

Remuneration:

- a) The basic salary and perquisite shall be determined by the Board of Directors or a Committee thereof from time to time, provided that the aggregate value of salary and perquisite does not exceed ₹ 3,90,00,000/- per annum.

Within the said limit, the Mr.S.Paramasivan will be entitled to avail of the perquisites under different heads as may be applicable to the other Senior Executives of the Company.

The annual increments, which will be effective from 1st July each year, will be decided by the Nomination and Remuneration Committee and/or the Board of Directors in its absolute discretion and will be merit based and will also take in to account Company's performance.

- b) In addition to the above Mr.S.Paramasivan shall be entitled to the following benefits:
- (i) Mediclaim Policy for self and family as per the rules of the Company. Reimbursement of medical expenses for self and family not exceeding one month's basic salary per annum. Annual executive health check-up for self and wife. Family means self, spouse, sons upto the age of 21 years and unmarried daughters.
 - (ii) Contribution to Provident Fund @12% of basic salary or at such rate as may be modified by the Government from time to time. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
 - (iii) Contribution to Superannuation fund @15% of basic salary or at such rate as may be modified by the Government from time to time, as per rules of the Company. As and when the contribution to Superannuation fund is discontinued as per the Rules of the Company, the said amount be paid as Perquisite. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
 - (iv) Payments of annual incentive as may be applicable to other senior executives of the Company.

The aforesaid remuneration shall not include the following: -

- (i) Gratuity: 15 day's basic salary for each completed year of services.
- (ii) Provision of Company maintained car. In the event Company does not provide a driver, Mr.S.Paramasivan will be reimbursed such sum as per rules of the Company. However, expenses towards use of Car for personal purpose shall be borne by Mr. S. Paramasivan.
- (iii) Reimbursement of one telephone bill at residence. However, expenses of personal long distance calls shall be borne by Mr.S.Paramasivan.
- (iv) Entitlement to Leave as per rules of the Company, and encashment of the leave accumulated but not availed of as per rules of the Company.
- (v) Reimbursement of all entertainment, club and other expenses actually and properly incurred for the business of the Company.

Mr.S.Paramasivan so long as functions as such, shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The above remuneration shall, in respect of any financial year, be subject to the limit of 10% (Ten Percent) of the net profits as laid down under section 197 of the Act for all the whole time directors or the managing director or manager taken together and also within the total managerial remuneration limit of 11% (Eleven Percent) of the net profits of the Company as laid down under Section 197 of the Act payable by the Company to all its directors, including managing directors and whole-time director and its managers. The net profit for this shall be computed in the manner laid down in section 198 of the Act.

- c) Other Material Terms of appointment of Mr.S.Paramasivan
- (i) Subject to the superintendence, control and direction of the Board, Mr.S.Paramasivan shall exercise such powers as are conferred upon him by the Board from time to time. Mr.S.Paramasivan will have substantial powers of the management and will be responsible for the operation and day to day management of the Company.
 - (ii) Mr.S. Paramasivan shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment as Managing Director or by virtue of vacating the office of Director held by him under Section 167 of the Act.
 - (iii) The Agreement with Mr.S.Paramasivan, may be terminated either by the Company in pursuance of a Resolution of the Board of Directors of the Company or by Mr.S.Paramasivan by giving three months' notice in writing in that behalf without assigning any reason for such termination. In that event, the party giving notice as aforesaid shall not incur any liability for payment of any compensation by reason of such termination.
 - (iv) Mr.S.Paramasivan shall keep the secrets of the Company.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit of the Company in any financial year, during the currency of the tenure of Mr. S.Paramasivan, then the remuneration and perquisites as set out above shall be paid to Mr.S.Paramasivan as minimum remuneration, subject to compliance with the necessary provisions of the Schedule V and other provisions of the Act, and obtaining necessary approvals of applicable authorities as may be required for the payment of the said minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as it may in its absolute discretion deemed necessary, proper or expedient including but not limited to making of any application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and /or doubt that may arise in this regards in order to implement and give effect to the foregoing resolution."

10. To vary the terms of remuneration of Mr. Giridhar Rajagopalan (DIN - 02391515) appointed as Whole-time Director designated as Executive Director (Technical) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modification of special resolution No. 9 passed by the members' at the Forty-Third Annual General Meeting held on 26th September, 2019 for re-appointment and revision in terms of remuneration of Mr. Giridhar Rajagopalan (DIN-02391515), Whole-Time Director designated as Executive Director (Technical) of the Company and pursuant to provisions of Section 196, 197, 198, read with Schedule V and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for variation in the terms of remuneration of Mr.Giridhar Rajagopalan pertaining to contribution to Provident Fund, Superannuation Fund and Gratuity (as set out below) for the remaining tenure of the appointment, with a liberty 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 alter, vary, revise the terms and conditions or remuneration of Mr.Giridhar Rajagopalan at anytime,subject to the same not exceeding the limited specified under section 197, read with schedule V of the Act:

- a. Contribution to Provident Fund @12% of basic salary or at such rate as may be modified by the Government from time to time. Tax on the said contribution will be computed as per the Income Tax Act, 1961.

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- b. Contribution to Superannuation fund @15% of basic salary or at such rate as may be modified by the Government from time to time, as per rules of the Company. As and when the contribution to Superannuation fund is discontinued as per the Rules of the Company, the said amount be paid as Perquisite. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- c. Gratuity: 15 day's basic salary for each completed year of services.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit of the Company in any financial year, during the currency of the tenure of Mr.Giridhar Rajagopalan, then the remuneration and perquisites payable to Mr.Giridhar Rajagopalan shall be minimum remuneration, subject to compliance with the necessary provisions of Schedule V and other provisions of the Act and obtaining necessary approvals of applicable authorities as may be required for the payment of the said minimum remuneration.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as it may in its absolute discretion deemed necessary, proper or expedient including but not limited to making of any application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

11. To vary the terms of remuneration of Mr.Akhil Kumar Gupta (DIN-03188873) appointed as Whole-time Director designated as Executive Director (Operations) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in partial modification of special resolution No. 10 passed by the members' at the Forty–Third Annual General Meeting held on 26th September, 2019 for re-appointment and revision in terms of remuneration of Mr.Akhil Kumar Gupta (DIN – 03188873), Whole-Time Director designated as Executive Director (Operations) of the Company and pursuant to provisions of Section 196, 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded for variation in the terms of remuneration of Mr.Akhil Kumar Gupta pertaining to contribution to Provident Fund, Superannuation Fund and Gratuity (as set out below) for the remaining tenure of appointment , with a liberty 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 alter, vary, revise the terms and conditions or remuneration of Mr.Akhil Kumar Gupta at anytime,subject to the same not exceeding the limited specified under section 197, read with schedule V of the Act:

- a. Contribution to Provident Fund @12% of basic salary or at such rate as may be modified by the Government from time to time. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- b. Contribution to Superannuation fund @15% of basic salary or at such rate as may be modified by the Government from time to time, as per rules of the Company. As and when the contribution to Superannuation fund is discontinued as per the Rules of the Company, the said amount be paid as Perquisite. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- c. Gratuity: 15 day's basic salary for each completed year of services.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit of the Company in any financial year, during the currency of the tenure of Mr.Akhil Kumar Gupta, then the remuneration and perquisites payable to Mr.Akhil Kumar Gupta shall be minimum remuneration, subject to compliance with the necessary provisions of Schedule V and other provisions of the Act and obtaining necessary approvals of applicable authorities as may be required for the payment of the said minimum remuneration.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things and take all such steps as it may in its absolute discretion deemed necessary, proper or expedient including but not limited to making of any application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and / or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

12. To Issue Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to ₹ 200 Crores

To consider and, if thought fit, to pass 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 (“**Act**”), 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 ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) vide issue of Non-Convertible Debentures/Bonds/other Instruments 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 and consider proper and most beneficial to the Company and that the said amount so raised in aggregate by such Non-Convertible Debentures/Bonds/other Instruments and outstanding at any point of time, shall be within the overall borrowing limit as approved by the Members of the Company under section 180(1)(c) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the Private Placement of Non-Convertible Debentures/Bonds/other Instruments, 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 Non-Convertible Debentures/Bonds/other Instruments, including determining terms, identifying investors, exercising call and put option and redemption of Non-Convertible Debentures/Bonds/ other Instruments, 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.”

NOTES:

1. The Explanatory Statement for the proposed Special Businesses mentioned above pursuant to section 102 of the Companies Act, 2013 (“Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014, including amendment thereto, setting out material facts is annexed to this Notice.
2. In view of the COVID-19 pandemic and the need for ensuring social distancing, Ministry of Corporate Affairs (“MCA”), Government of India has vide its Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April 2020 and General Circular No. 20/ 2020 dated 5th May 2020 (“MCA Circulars”) allowed conducting Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) without the physical presence of Members at a common venue. The aforesaid MCA circulars prescribes the procure and manner for conducting Annual General Meeting to enable participation of Members through remote e-voting and e-voting during the AGM by conducting the Annual General Meeting through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars, the Company has decided to conduct its Forty-Fourth Annual General Meeting (“AGM” or “Meeting”) through VC/ OAVM. The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) for conducting AGM through VC/OAVM for enabling participation of Members, providing remote e-voting and e-voting facility during the AGM. The procedure for participating in the Meeting through VC/ OAVM is explained at point no.25 below.
3. The AGM shall be deemed to be held at the registered office of the Company at Afcons House, Plot no.16, Shah Industrial Estate, Veera Desai Road, Andheri West, Mumbai-400053, Maharashtra which shall be deemed to be the venue of the AGM.
4. The recorded transcript of the AGM will be hosted on the website of the Company post the AGM.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members of the Company who are allowed to attend the AGM as well as to Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
6. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY .Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM , physical attendance of Members has been dispensed with. Accordingly, the facility to appoint Proxy to attend and cast vote for the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed with this Notice. The members are requested to participate in the AGM in person through VC/ OAVM from their respective location.
7. The Members participating in the AGM through VC/OAVM shall be counted for the purposes of reckoning of Quorum under section 103 of the Companies Act, 2013.
8. Non-individual Members (i.e. Institutional / Corporate Members) intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorizing their representative(s) to participate and vote on their behalf at the AGM (through e-voting), pursuant to section 113 of the Act, to the Scrutinizer at email id : afcons.scrutinizer@gmail.com or to the Company’s Registrar and Share Transfer Agent at the email : afcons@cameoindia.com with a copy marked to helpdesk.evoting@cdslindia.com.
9. In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.
10. **Electronic Dispatch of Annual Report and Process for Registration of e-mail id for obtaining the Annual Report:**
Pursuant to sections 101 and 136 of the Act read with the relevant Rules made thereunder and MCA Circulars, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In accordance with the MCA Circulars and owing to the difficulties involved in dispatching of physical copies of the financial statement (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith) due to COVID-19 pandemic situation, Annual Report and the Notice of AGM are being sent through electronic mode to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) and whose email addresses is registered with the Company, Company’s Registrar and Share Transfer Agent, Cameo Corporate Services Ltd (“RTA” or “Cameo”) or with the Depository(CDSL/ NSDL) through the concerned Depository Participant(s) as on Wednesday, 23rd September 2020 (“cut-off date”). A copy of the Annual Report and this AGM Notice will also be available on the Company’s website <https://www.afcons.com> and on the website of CDSL at <https://www.evotingindia.com>.
11. Any person becoming a Member of the Company after the Notice of the Meeting is sent out through e-mail and holds shares as on the cut-off date i.e. Wednesday, 23rd September 2020, may obtain the user ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed herein below or by voting facility provided during the Meeting.
12. Members who have not registered their e-mail address with the Company or their Depository Participant or who wants to change/ update their e-mail address are requested to register their e-mail address in the following manner:
 - a) **In case of shares held in electronic form:** Update the details of their email address , PAN, Bank Accounts details with the Depository Participant where their respective dematerialised accounts are maintained.
 - b) **In case the shares are held in physical form:** Update the details with the Registrar and Transfer Agents Cameo Corporate Service Limited by writing to secretarial@afcons.com / afcons@cameoindia.com.
13. Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, Cameo Corporate Service Limited to enable servicing of notices / documents / Annual Reports electronically to their email address. 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, bank mandate, 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.

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14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, and the relevant documents referred to in the accompanying Notice and Explanatory Statements would be available electronically for inspection by members from the date of the circulation of this Notice upto the **last date for receipt of votes by remote e-voting** i.e. **Tuesday, 29th September, 2020**. Any member desirous of inspecting the aforesaid documents can send a request on the email id: secretarial@afcons.com and the inspection of the said relevant documents will be offered through video conferencing.
15. In accordance with the provisions of section 72 of the Act read with the Rules made thereunder, Members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. The Members, holding shares in physical mode and desirous of making nominations may procure the prescribed form SH-13 from the Registrar & Share Transfer Agent, M/s. Cameo Corporate Services Limited and have it duly filled and sent back to them. The Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Pursuant to rule 9A(3)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 2nd October, 2018 unless the securities are held in the dematerialized form with the Depositories. Therefore, members are requested to take action to dematerialized the Equity Shares of the Company, promptly.
17. Information about the Directors proposed to be appointed / re-appointed is given as Annexure to this Notice.
18. The Members who wish to claim dividends that remain unclaimed / unpaid are requested to write to the Company's Registrar and Share Transfer Agent (i.e. M/s. Cameo Corporate Services Limited, "Subrahmanian Building", No.1, Club House Road, Chennai – 600002) or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account will be / is transferred to the Investor Education and Protection Fund ("IEPF"). Further, equity shares in respect whereof dividend remains unclaimed / unpaid for 7 (seven) consecutive years will also be transferred to the IEPF as per section 124 of the Act read with Rules notified thereunder, as may be amended from time to time. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5.
19. The Register of Members and Transfer books of the Company will be closed from **Thursday, 24th September 2020 to Wednesday 30th September 2020 (both days inclusive)**.

Instructions for Members for Remote e-voting:

20. Pursuant to section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and the MCA Circulars, a facility is provided to the Members to cast their votes using an electronic voting system from any place before the Meeting ("**remote e-voting**") and during the Meeting in respect of the resolutions proposed in this Notice using the platform of CDSL.
21. A facility for e-voting at the AGM will be made available to the Members who have not already cast their votes by remote e-voting prior to the Meeting. Members who have cast their votes by remote e-voting prior to the Meeting may participate in the AGM but shall not be entitled to cast their votes during the Meeting.
22. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the **cut-off date i.e. Wednesday 23rd September 2020**. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the Depositories as on the **cut-off date i.e. Wednesday 23rd September 2020** only shall be entitled to avail the facility of remote e-voting or e-voting on the day of the Meeting. Person who are not members as on the cut-off date should treat this notice for information purposes only.
23. The remote e-voting period commences on **Saturday, 26th September, 2020 from 9:00 a.m. IST** and ends on **Tuesday, 29th September, 2020 at 5:00 p.m. IST**. The remote e-voting module shall be disabled by CDSL thereafter. Once the vote(s) on a resolution is cast by the Members, the said Members shall not be allowed to change it subsequently or cast their vote(s) again.
24. **The details of the process and manner for remote e-voting are explained herein below:**

- (i) The Member should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" Module.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login-Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.

Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).
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- (vii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **AFCONS INFRASTRUCTURE LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- (xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xvi) If Member holding shares in dematerialized form has forgotten the password, then Member can retrieve the same by entering the User ID and the image verification code and click on **Forgot Password**. Members are requested to enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app **“m-Voting”** available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@afcons.com / afcons@cameoindia.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@afcons.com / afcons@cameoindia.com.

(xviii) Note for Non – Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f. Alternatively Non-Individual Members are required to send the relevant Board Resolution/ Authority letter etc.to the Scrutinizer at email id : afcons_scrutinizer@gmail.com and to the Company at the email address viz.secretarial@afcons.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. Instructions for Members for participating in the AGM through VC/OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the EVSN of Company will be displayed.
- (ii) The Members can start joining in 15 (fifteen) minutes before the scheduled time of AGM and it will be kept open for 15 (fifteen) minutes after the start of AGM.
- (iii) The facility of participation at the AGM through VC/OAVM will be made available to all the Members.
- (iv) In case of any assistance or difficulty in attending the AGM, the Members can get in touch with officials of CDSL as per the details mentioned hereinbelow:
 - Send a request at www.evotingindia.com; or
 - Send a request at helpdesk.evoting@cdslindia.com or contact the below mentioned officers at CDSL:
 - Mr. Nitin Kunder (022-23058738)
 - Mr. Mehboob Lakhani (022-23058543)
 - Mr. Rakesh Dalvi (022-23058542)
- (v) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

AFCONS INFRASTRUCTURE LIMITED

- (vi) Members are encouraged to join the Meeting through Laptops/IPads for a better experience.
- (vii) Further Members will be required to use Camera and Internet with a good speed to avoid any disturbance during the Meeting.
- (viii) Please note that Participants Connecting from Devices via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (ix) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
26. **The instructions for Members for e-voting on the day of the AGM are as under:**
- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members, who will participate in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (iii) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No. 25 above.
- (v) If any Votes are cast by the members through the e-voting available during the AGM and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.
- (vi) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
27. **Procedure to raise questions / seek clarifications with respect to Annual Report:**
- (i) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries, with respect to Accounts or any matter to be placed at the AGM, in advance mentioning their name, Demat account number / folio number, email id, mobile number to the Company at email id: secretarial@afcons.com . Questions / queries received by the Company **on or before 5:00 p.m. IST on Wednesday 23rd September, 2020**, shall only be considered and replied suitably. Please note that members queries / questions will be responded to only , if the member continues to holds the shares as on the cut-off date i.e. **Wednesday 23rd September, 2020**.
- (ii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending an email to the Company at email id: secretarial@afcons.com **on or before 9:00 p.m. IST on Sunday 27th September, 2020**, mentioning their name, Demat account number/ folio number, email id, mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- (iii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM, depending on availability of time.
28. **General Guidelines for Members:**
- (i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ii) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr.Nitin Kunder (022-23058738) or Mr.Mehboob Lakhani (022-23058543) or Mr.Rakesh Dalvi (022-23058542).
- (iii) All grievances connected with the facility for voting by electronic means may be addressed to Mr.Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor,Marathon Futurex,Mafatlal Mill Compounds,N.M.Joshi Marg,Lower Parel (East), Mumbai-400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
29. The voting rights of Members shall be proportionate to their share of the paid-up capital of the Company as on the cut-off date i.e. **Wednesday 23rd September, 2020**. Any person becoming Member of the Company after the dispatch of the Notice convening AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or afcons@cameoindia.com
30. **Voting Results:**
- (i) The Board of Directors of the Company have appointed Mr.Mitesh Dhabliwala (Membership No. FCS 8331, CP no.9511) and failing him Mr.Mohammad Pillikandlu(Membership No. ACS 39232, CP no. 14603) of Parikh Parekh & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting and the e-voting during the AGM in a fair and transparent manner.
- (ii) The Scrutinizer shall immediately after the conclusion of voting at the Meeting will first count the votes cast at the Meeting and thereafter, unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (iii) Once declared, the results along with the consolidated Scrutinizer’s report shall be placed on the Company’s website www.afcons.com and on the website of CDSL www.evotingindia.com.
- (iv) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **Wednesday, 30th September, 2020**.

Regd.Office:

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

Place: Mumbai

Dated: 26th August, 2020

By Order of the Board of Directors

Gaurang Parekh
Company Secretary

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 12** of the accompanying notice of the Meeting:

Item no. 6

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 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(8) of the Act, in terms of the resolution at Item No.6 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution mentioned at Item no.6 of the Notice.

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

Item no. 7

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 2020-21, for a remuneration of ₹ 2,20,000/- (excluding out of pocket expenses plus tax).

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 2020-21.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution mentioned at Item no.7 of the Notice.

The Board of Directors recommends the ordinary resolution set forth at item no.7 of the Notice, for the approval of the members.

Item no. 8 and 9

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 18th June 2020 have re-appointed both Mr. K.Subramanian as Executive Vice Chairman and Mr. S.Paramasivan as Managing Director for a further period of 3 (three) years with effect from 1st July 2020 upto 30th June 2023.

The Company has received from Mr. K.Subramanian and Mr. S.Paramasivan, (i) consent in writing to act as directors (ii) a declaration to the effect that they are not disqualified from being appointed as Directors of the Company in terms of provisions of Section 164(2) of the Act, respectively.

The terms of appointment /re-appointment of each of the aforesaid Directors are set forth in the notice to the Forty- Fourth Annual General Meeting.

The resolutions seek the approval of the members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provision of the Companies Act, 2013 and the Rules made thereunder for the re-appointment of Mr. K.Subramanian as Executive Vice Chairman and Mr. S.Paramasivan as Managing Director for a further period of 3 (three) years with effect from 1st July 2020 upto 30th June 2023.

The details of Mr. K. Subramanian and Mr. S. Paramasivan are given in the Annexures attached to the Notice.

Although the Company foresees profits during the term of the whole-time director, due to unforeseen events, the Company may have inadequacy of profits or / insufficiency of profits in a particular financial year during the said terms of appointment. Hence, members consent is sought, out of abundant caution, for payment of the remuneration as stated in the resolution at item no. 8 and 9 to Mr. K. Subramanian and Mr. S. Paramasivan respectively as minimum remuneration. In this regard, as required under Schedule V Section II Part B condition (iv) of the Companies Act, 2013, the additional information of Mr. K. Subramanian and Mr. S. Paramasivan respectively of the Company is furnished below:

I. GENERAL INFORMATION

1. Nature of industry – **Construction Industry**
2. Date or expected date of commencement of commercial production – **N.A.**
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – **N.A.**
4. **Financial performance based on given indicators** (Standalone Financials)

Financial Parameter	Financial Year (₹ in crores)		
	2017-18	2018-19	2019-20
Revenue from operation	5,953.07	7,935.29	9,506.01
Net Profit after Tax	128.85	125.05	241.92
EPS (₹)	17.90	17.37	33.61
Dividend Amount (Preference Shares)	0.05	0.05	0.05
Dividend Amount (Equity Shares)	25.19	25.19	25.19
Dividend % (Preference Shares)	0.01	0.01	0.01
Dividend % (Equity Shares)	35	35	35

AFCONS INFRASTRUCTURE LIMITED

5. Export performance and net foreign exchange collaborations

(Standalone Financials)

FOREIGN EXCHANGE EARNINGS AND OUTGO	Financial Year (₹ in crores)		
	2017-18	2018-19	2019-20
Earnings	656.17	2,325.94	3,805.21
Outgo	684.67	1,971.85	2,991.68

6. Foreign investments or collaborators, if any

The Company has developed strategic association with various International Companies like Sibmost OJSC of Russia, Transtonnelstroy Limited of Russia, Sener Ingenieria Y Sistemas S.A. of Spain, Technip of France, IHI Corporation of Japan, Strabag SA of Austria, Saipem SA of France and PT.Gunanusa Utama Fabricators of Indonesia etc. for undertaking Projects both in India and abroad.

II. INFORMATION ABOUT THE APPOINTEE:

A. Mr. K. Subramanian, Executive Vice Chairman

1. Background details:

Mr. K. Subramanian, aged 62 years, an Indian National is the Whole-Time Director of the Company. He is working with the Company for over 17 years and is designated as Executive Vice Chairman of the Company with effect from 30th March, 2018.

He is a Mechanical Engineering Graduate and an alumnus of NIT, Trichy, & Post Graduate in Industrial Engineering from NITIE, Mumbai. He is also a recipient of the distinguished NITIE Alumni Award 2013.

He has previously worked with Hindustan Construction Company Ltd. He has vast experience in areas of project management including project planning, execution, and overall project management apart from contract management and corporate planning.

He is the Indian representative in Dispute Review Board Foundation, USA. He spearheads the effort of industry association in standardizing contract conditions, documentation etc. in close co-ordination with planning commission, PMO & Various central and State Ministries. He is associated with educational institutions like NICMAR, NITIE and others for development of project management modules and delivering guest lectures. He is also a member of Indian Society on Construction Law and Construction Industry Development Council (CIDC). He is also a member of the Academic Council of National Institute of Industrial Engineering (NITIE) Mumbai.

2. Past remuneration:

(in ₹. p.a)

Year	Salary	PF/SA	Perquisites	Total Remuneration
2019-20	70,50,000	19,03,500	2,88,54,000	3,78,07,500

3. Recognition or awards

Mr. K. Subramanian is a recipient of the Bharat Shiromani Award, 2004 in recognition for his notable contributions in the construction industry.

4. Job profile and his suitability

Mr. K. Subramanian had been managing the Company as the Managing Director from 15th November 2002 and subsequently as Vice Chairman and Managing Director from 26th September 2013 until 30th March 2018. Mr. K.Subramanian is the Executive Vice Chairman w.e.f. 30th March 2018. In his role as Executive Vice Chairman, he utilize his experience and expertise for piloting development and organisation building journey, mentoring senior executives and strategy planning & implementation initiatives for the Company and the SP Group.

Mr. K. Subramanian has over 37 years of experience in infrastructure sector. Under his leadership the Company has created its own niche of delivering most complex and challenging infrastructure projects ahead of schedule and creating new benchmark in the sector.

Prior to joining the Company, he has worked for over two decades with Hindustan Construction Company Ltd. His management expertise spans the full range of functions like contracts, operations and strategy etc.

Mr. K. Subramanian is the sole representative for India in Dispute Review Board Foundation, USA, which promotes alternate dispute resolution throughout the world. He has been accredited to serve as an expert to settle contractual disputes in any part of the globe.

5. Remuneration proposed:

The details of the remuneration proposed to be paid to Mr. K.Subramanian, Executive Vice Chairman of the Company is set out in the resolution at Item no.8 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration proposed to be paid to Mr. K. Subramanian Executive Vice Chairman is commensurate with the remuneration packages paid to his similar level counterparts in other companies in the industry.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.

Mr. K. Subramanian, Executive Vice Chairman is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel beside the remuneration set out in the resolution at Item no.8 and except to the extent of his shareholding in the equity share capital of the Company.

B. Mr. S. Paramasivan, Managing Director

1. Background details:

Mr. S. Paramasivan, aged 63, an Indian national has been working with the Company for over 18 years. Mr. S. Paramasivan has been the Executive Director (Finance and Commercials) since 2002 to 2012 and subsequently Dy. Managing Director for the past six years. He is currently designated as Managing Director of the Company with effect from 30th March 2018.

He is an alumnus of the University of Madurai from where he graduated in Commerce. He is a Certified Associate of the Indian Institute of Bankers, a Fellow Member of The Institute of Cost and Management Accountants of India and The Institute of Company Secretaries of India. He is also a Stanford Certified Project Manager.

He has over 40 years of Industry experience. He has previously served the State Bank of Travancore for over 15 years and Fouress Engineering (India) Ltd., for over 6 years. He has also served on the Board of a few other Companies as Independent Director.

He has contributed articles on matters of interest on Banking & Finance including a book on 'Banking' for internal promotion of officials in the Bank.

He was a member of the Banking & Finance Committee of the Bombay Chamber of Commerce and Industry and was in its core group. He is currently a Member in the Taxation Committee of CII and a Member in Infrastructure Committee of FICCI.

2. Past remuneration: (in ₹. p.a)

Year	Salary	PF/SA	Perquisites	Total Remuneration
2019-20	61,50,000	16,60,500	2,54,82,000	3,32,92,500

3. Recognition or awards – NIL

4. Job profile and his suitability

He has played a significant part in the Company's journey with special focus on finance, commercial matters and subsequently in the business development. He has more than 40 years of Industry experience. In his role as Managing Director he is responsible for the operations and day to day management of the Company.

5. Remuneration proposed

The details of the remuneration proposed to be paid to Mr.S.Paramasivan, Managing Director of the Company is set out in the resolution at Item no.9 of the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration proposed to be paid to Mr. S. Paramasivan, Managing Director is commensurate with the remuneration packages paid to his similar level counterparts in other companies in the industry.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.

Mr. S. Paramasivan, Managing Director is not related to any managerial personnel in the Company. He does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel beside the remuneration set out in the resolution at Item no. 9 and except to the extent of his shareholding in the equity share capital of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

The Infrastructure Industry faces uncertain / unforeseen changes. The Company is executing the Projects directly or through Joint Ventures/ Collaboration. On a standalone basis the Company may have inadequacy of profits or / insufficiency of profits in a particular financial year during the said terms of appointments. Hence, members consent is sought, out of abundant caution, for payment of the remuneration as stated in the resolution at item no. 8 and 9 to Mr. K. Subramanian and Mr. S.Paramasivan, respectively as minimum remuneration.

2. Steps taken or proposed to be taken for improvement

The Company is strengthening its operations, systems and cost controls. The Company is pursuing business opportunity in its core and new areas including jobs abroad to increase its order book position. The general outlook for the construction industry is positive.

3. Expected increase in productivity and profits in measurable terms.

With the steps proposed to be taken by the management, the Company expects to improve profitability on a standalone basis in the next 3 years.

The above may also be treated as an abstract of the terms and condition of the reappointment/ appointment and remuneration agreed between the Company and Mr. K. Subramanian, Mr. S.Paramasivan pursuant to section 190 of the Companies Act, 2013.

The remuneration packages of Mr. K. Subramanian and Mr. S. Paramasivan are detailed in the resolutions at item no. 8 and 9 respectively of the Notice.

Except Mr. K. Subramanian and Mr. S. Paramasivan, who are concerned / interested in their respective resolution, none of the other directors and key managerial personnel or their relatives are concerned or interested in the aforesaid resolutions.

The Board recommends the special resolutions set forth at item no. 8 and 9 for the approval of the members.

Item no. 10 and 11

At the Forty–Third Annual General Meeting held on 26th September 2019, the members of the Company had vide special resolution approved the re-appointment and fixed the remuneration of Mr.Giridhar Rajagopalan, Executive Director (Technical) and Mr. Akhil Kumar Gupta, Executive Director (Operations) for a period of three years from 1st July, 2019 to 30th June, 2022, with authority to the Board to alter, vary, revise the terms within limit specified under section 197 read with schedule V.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 18th June 2020 have varied the terms of remuneration pertaining to Provident Fund, Superannuation fund and Gratuity of Mr. Giridhar Rajagopalan, Executive Director (Technical) and Mr. Akhil Kumar Gupta, Executive Director (Operations), subject to approval of members as under:

- a. Contribution to Provident Fund @12% of basic salary or at such rate as may be modified by the Government from time to time. Tax on the said contribution will be computed as per the Income Tax Act, 1961.

AFCONS INFRASTRUCTURE LIMITED

- b. Contribution to Superannuation fund @15% of basic salary or at such rate as may be modified by the Government from time to time, as per rules of the Company. As and when the contribution to Superannuation fund is discontinued as per the Rules of the Company, the said amount be paid as Perquisite. Tax on the said contribution will be computed as per the Income Tax Act, 1961.
- c. Gratuity: 15 day's basic salary for each completed year of services.

All other terms and conditions of re-appointment and remuneration as approved at the AGM held on 26th September, 2019 remain unchanged.

The aggregate remuneration shall be within maximum limits as laid down under section 197 and all other applicable provisions, if any, of the Act read with schedule V.

The details of Mr. Giridhar Rajagopalan and Mr. Akhil Kumar Gupta are given in the Annexures attached to the Notice.

Except Mr. Giridhar Rajagopalan and Mr. Akhil Kumar Gupta who are concerned / interested in their respective resolution, none of the other directors and key managerial personnel or their relatives are concerned or interested in the aforesaid resolution.

This may be treated as memorandum setting out the terms of service, remuneration etc. in terms of section 190 of the Companies Act, 2013.

The Board recommends the special resolutions set forth at item no. 10 and 11 for the approval of the members.

Item no. 12

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 Non-Convertible Debentures/ Bonds/ other Instruments, passing of a Special Resolution by the members for all such offers / invitation 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 ₹ 200/- crores (Rupees Two Hundred Crores only) vide issue of Non-Convertible Debentures/ Bonds/ other Instruments 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 Non-Convertible Debentures/ Bonds/ other Instruments 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 vide issue of Non-Convertible Debentures/ Bonds/ other Instruments for an amount not exceeding ₹ 200 crores (Rupees Two Hundred Crores only). The pricing of the Non-Convertible Debentures/ Bonds/ other Instruments will depend primarily upon the 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 special resolution set forth at item no.12 for the approval of the members.

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

Gaurang Parekh
Company Secretary

Place: Mumbai

Dated: 26th August, 2020

Annexure to the Notice

Details of the Directors seeking Re-appointment / Variation in terms of appointment at Annual General Meeting

1.

Particulars	Mr.K. Subramanian
Date of Birth, Age	03.06.1958, 62 years
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 Constriction 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.	---
Membership / Chairmanship of Committees of other companies	---
Number of Equity Shares held	58,208
Terms and Condition of appointment	Director Liable to retire by rotation The terms of appointment are as set out at Resolution no.8 of this Notice.
Remuneration sought to be paid	As per Resolution no.8 of this Notice.
Number of meeting of the Board attended (during the Financial year 2019-20)	2
Remuneration last drawn (during the Financial year 2019-20)	₹ 3,78,07,500/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---

2.

Particulars	Mr. S. Paramasivan
Date of Birth, Age	20.05.1957, 63 years
Date of Appointment	10.06.2002
Qualification	B.com; CAIIB, FCMA, FCS, Stanford Certified Project Manager
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. He has over 40 years of industry experience. 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 companies	---
Number of Equity Shares held	26,280
Terms and Condition of re-appointment	Director Liable to retire by rotation The terms of appointment are as set out at resolution no. 9 of this Notice.
Remuneration sought to be paid	As per Resolution no.9 of this Notice.
Number of meeting of the Board attended (during the Financial year 2019-20)	3
Remuneration last drawn (during the Financial year 2019-20)	₹ 3,32,92,500 /-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---

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3.

Particulars	Mr. Giridhar Rajagopalan
Date of Birth, Age	18.02.1957, 63 years
Date of Appointment	01.10.2016
Qualification	B.E. (Civil)
Experience in Specific Functional Area	He heads the technical functions of the Company like Design, Quality, Safety, Technical Training and Knowledge Management other than handling technically challenging projects. He brings with him rich experience of over 39 years in Methods and Technology. He is part of the CMEG (Core Method and Engineering Group) formed to help continual improvement on projects.
Directorship held in other Companies.	1. Institute For Lean Construction Excellence 2. Afcons Corrosion Protection Private Limited
Membership / Chairmanship of Committees of other companies	--
Number of Equity Shares held	2400
Terms and Condition of re-appointment	Director liable to retire by rotation. The terms of appointment are as approved by members at the AGM held on 26 th September 2019 read with resolution no. 10 of this notice.
Remuneration sought to be paid	As approved by members at the AGM held on 26 th September 2019 read with resolution no. 10 of this notice.
Number of meeting of the Board attended (during the Financial year 2019-20)	3
Remuneration last drawn (during the Financial year 2019-20)	₹ 2,03,90,493/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---

4.

Particulars	Mr. Akhil Kumar Gupta
Date of Birth, Age	14.02.1959, 61 years
Date of Appointment	01.10.2016
Qualification	B.E. (Civil) and M. Tech
Experience in Specific Functional Area	He has over 36 years of experience in the area of Corporate Management, business Development and successful execution of large value infrastructure and industrial projects. He heads the Company's business in Surface Transport (Roads, Railways & Bridges).
Directorship held in other Companies.	---
Membership / Chairmanship of Committees of other companies	---
Number of Equity Shares held	---
Terms and Condition of re-appointment	Director Liable to retire by rotation The terms of appointment as approved by members at the AGM held on 26 th September 2019 read with resolution no. 11 of this notice.
Remuneration sought to be paid	As approved by members at the AGM held on 26 th September 2019 read with resolution no. 11 of this notice.
Number of meeting of the Board attended (during the Financial year 2019-20)	3
Remuneration last drawn (during the Financial year 2019-20)	₹ 1,96,10,976/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---