

Registered office: "Afcons House", 16, Shah Industrial Estate, Veera Desai Rd.,
Azad Nagar, P.O., Andheri (West), Mumbai – 400 053
Tel.: +91 22 67191000, Website: www.afcons.com, CIN: U45200MH1976PLC019335

NOTICE

NOTICE is hereby given that the Forty-Seventh Annual General Meeting of the Members of Afcons Infrastructure Limited will be held on Friday, 4th August 2023 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 businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, 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, 2023 together with the report of the Auditors thereon.
2. To declare dividend of ₹ 4/- (Rupees Four Only) per equity shares for the financial year ended 31st March, 2023.
3. To declare dividend on Convertible Preference Shares of the Company for the financial year ended 31st March, 2023.
4. To appoint a Director in place of Mr. S. Paramasivan (DIN: 00058445), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Umesh N. Khanna (DIN: 03634361), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6. To appoint Branch Auditors of the Company

To consider and, if thought fit, to pass, the following resolution, with or without modification, 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), approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as **"the Board"**], which expression shall also include any Committee of the Board and /or authorised representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution] to appoint any person(s) and / or firms qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act, to audit the accounts of the branch office of the Company, whether existing or which may be opened hereafter, in India or outside India, in consultation with Company's Auditors, and to determine the respective terms and condition of their appointment including 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 2023-24

To consider and, if thought fit, to pass the following resolution, with or without modification, 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 ₹2,75,000/- (excluding applicable taxes and reimbursement of out of pocket expenses) to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), who has been 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 2023-24, be and is hereby ratified and confirmed."

8. To re-appoint and fix the remuneration of Mr. K. Subramanian (DIN : 00047592) as Whole-time Director designated as Executive Vice Chairman of the Company for a further term of Three (3) years i.e. from 1st July 2023 to 30th June 2026.

To consider and if thought fit to pass the following resolution, with or without modification, 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) consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. K. Subramanian (DIN : 00047592), as the Whole-time Director designated as Executive Vice Chairman of the Company for further term of Three (3) years i.e. from 1st July 2023 to 30th June, 2026, subject to retirement by rotation, on such terms and conditions including remuneration as set out below and as agreed between the Company and Mr. K. Subramanian, with 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 ₹ 6,87,00,000/- 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.

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(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 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 notified by the Government from time to time, as per rules of the Company. If, during the term of the appointment of Mr. K. Subramanian, the Company implements National Pension Scheme ("NPS") and Mr. K. Subramanian exercises his option of transition from Superannuation Scheme of the Company to NPS, then the contribution to NPS shall be restricted to 10% of the basic salary or at such other rate as may be notified by the Government from time to time and the balance 5% of the basic salary shall be paid as Perquisite. Tax on such Perquisite shall be paid as per the provision of 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 Companies Act, 2013 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 Companies Act, 2013 payable by the Company to 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 Companies Act, 2013.

(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 the term of his appointment as Executive Vice Chairman or by virtue of vacating the office of Director held by him under Section 167 of the Companies Act, 2013.
- (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 term of Mr. K. Subramanian, 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 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 such acts, deeds, matters and things and take all such steps as it may in its absolute discretion deem 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 the remuneration of Mr. S. Paramasivan (DIN : 00058445) as Managing Director of the Company for a further term of Three (3) years i.e. from 1st July 2023 to 30th June 2026.

To consider and if thought fit, to pass the following resolution, with or without modification, 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) consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. S. Paramasivan (DIN : 00058445), as the Managing Director of the Company for further term of Three (3) years i.e. from 1st July 2023 to 30th June, 2026, subject to retirement by rotation, on such terms and conditions including remuneration as set out below and as agreed between the Company and Mr. S. Paramasivan, with 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 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 ₹ 5,85,00,000/- per annum.

Within the said limit, 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 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. If, during the term of the appointment of Mr. S. Paramasivan, the Company implements National Pension Scheme ("NPS") and Mr. S. Paramasivan exercises his option of transition from Superannuation Scheme of the Company to NPS, then the contribution to NPS shall be restricted to 10% of the basic salary or at such other rate as may be notified by the Government from time to time and the balance of 5% of the basic salary shall be paid as Perquisite. Tax on such Perquisite shall be paid as per the provision of 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 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 Companies Act, 2013 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 Companies Act, 2013 payable by the Company to 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 Companies Act, 2013.

- 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 the term of his appointment as Managing Director or by virtue of vacating the office of Director held by him under Section 167 of the Companies Act, 2013.
 - (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 term of Mr. S. Paramasivan, 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 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 such acts, deeds, matters and things and take all such steps as it may in its absolute discretion deem 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."

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10. To vary the terms of remuneration of Mr. Giridhar Rajagopalan (DIN : 02391515) Deputy Managing Director of the Company for the remaining period of his appointment i.e. from 1st July 2023 to 30th June 2025.

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

"RESOLVED THAT in partial modification of the Special Resolution passed by the members at the Forty-Sixth (46th) Annual General Meeting of the Company held on 29th September, 2022 for the re-appointment and fixing of remuneration of Mr. Giridhar Rajagopalan (DIN: 02391515) Deputy Managing Director of the Company for a term of Three (3) years i.e. from 1st July, 2022 to 30th June, 2025 and pursuant to provisions of section 196, 197, 198, 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) consent of the Company be and is hereby accorded to the variation in part b (iii) of the terms of remuneration of Mr. Giridhar Rajagopalan pertaining to contribution to Superannuation Fund (as set out below) for the remaining period of his appointment i.e. from 1st July, 2023 to 30th June, 2025:

- b (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. If, during the term of the appointment of Mr. Giridhar Rajagopalan, the Company implements National Pension Scheme ("NPS") and Mr. Giridhar Rajagopalan exercises his option of transition from Superannuation Scheme of the Company to NPS, then the contribution to NPS shall be restricted to 10% of the basic salary or at such other rate as may be modified / notified by the Government from time to time and the balance of 5% of the basic salary shall be paid as Perquisite. Tax on such Perquisite shall be paid as per the provision of the Income Tax Act 1961.

RESOLVED FURTHER THAT save and except the above variation in part b (iii) of the terms of remuneration of Mr. Giridhar Rajagopalan, all the other terms of appointment and remuneration of Mr. Giridhar Rajagopalan, Deputy Managing Director of the Company, as approved by the Members at the Forty-Sixth (46th) Annual General Meeting of the Company held on 29th September 2022 shall remain unchanged, valid and subsisting for the remaining term of his appointment i.e. from 1st July, 2023 to 30th June, 2025.

RESOLVED FURTHER THAT Board of Directors of the Company (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) be and is hereby authorised to alter, vary, revise the terms and conditions or vary the remuneration payable to Mr. Giridhar Rajagopalan, Deputy Managing Director 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.

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, 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 and conditions of 25,00,00,000 (Twenty Five crores), 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non-Participatory Preference Shares having face value of ₹ 10/- each aggregating to ₹ 250,00,00,000/- (Rupees Two Hundred Fifty crores only) of the Company held by Goswami Infratech Private Limited

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

"RESOLVED THAT, pursuant to Section 48 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to the required approval, consent, permission, conditions and sanction of statutory authorities, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "**the Board**", which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) to vary the terms and conditions for conversion of 25,00,00,000 (Twenty Five crores), 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company (hereinafter referred to as "**CCPS**") held by Goswami Infratech Private Limited (hereinafter referred to as "**CCPS Holder**") as requested by CCPS Holder such that the said CCPS shall be deemed to have been issued with such varied rights as set out below:

- (a) The CCPS shall be automatically and mandatorily converted into equity shares of the Company on 13th January 2024 ("**Mandatory Conversion Date**").

Provided however that the CCPS can be converted into equity shares of the Company at any time on or after 31st January 2023 ("**Early Conversion Date**") at the instructions of the CCPS Holder.

- (b) The CCPS shall be converted into such number of equity shares of the Company constituting 74% (seventy-four percent) of the outstanding equity share capital and convertible preference shares of the Company calculated on a fully diluted basis on the date of issue of the CCPS (i.e. 14 February 2008) resulting into 24,65,40,258 equity shares of the Company. Such equity shares of the Company shall at all times constitute atleast 72% (seventy-two per cent) of the outstanding equity shares of the Company on a fully diluted basis.
- (c) The CCPS shall be entitled to a fixed non-cumulative preference dividend at the fixed rate of 0.01% per annum which shall be paid in priority to the holder of any other class of shares.
- (d) On return of capital on a liquidation or otherwise of the assets of the Company, the holder of the CCPS shall be entitled, in priority to any payment to the holders of any other class of shares, to be repaid a sum equal to the capital paid up or credited as paid up on the CCPS held by it and all arrears and accruals (if any) of the preferential dividend calculated up to the date of the commencement of the winding-up (in case of winding-up) or the return of capital (in any other case).
- (e) The CCPS shall not confer any further right to participate in the profits or assets of the Company except as mentioned above.

- (f) The holder of the CCPS has the right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to the CCPS in accordance with the provisions of Section 47 of the Companies Act, 2013.
- (g) The CCPS and all equity shares issued on conversion of the CCPS shall be freely transferable at the option of the holder of the CCPS. The Company hereby confirms that the Board of Directors of the Company has duly approved the issuance and terms of the CCPS, including the right of the holder of the CCPS to freely transfer the CCPS and the equity shares issued on conversion of the CCPS and the Board of Directors of the Company shall not raise any objections under Article 37 of the Articles to any such transfer.

RESOLVED FURTHER THAT Mr. K. Subramanian, Mr. S. Paramasivan and Mr. R. Giridhar, Directors of the Company and Chief Financial Officer and the Company Secretary of the Company be and are hereby severally 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 amendment of terms and conditions of the CCPS, to settle all questions, difficulties or doubts that may arise in relation thereto and to do all other things necessary, consequential or incidental thereto for the purpose of giving effect to the above resolution."

12. To create charges on the movable and immovable properties of the Company, both present and future, upto the limit of ₹ 30,000 crores in respect of borrowings of the Company.

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

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the Fortieth (40th) Annual General Meeting held on 29th September, 2016 and pursuant to provision of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as **"the Board"** which terms shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution] to create charges, pledge, mortgages and/or hypothecation, in such form and manner and with such ranking (whether exclusive, pari-passu, subservient or otherwise) and at such time and on such terms and conditions as the Board may think fit, on all or any of the movable and/or immovable properties of the Company, both present and future, and wherever situated, and /or on any part or whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks, financial institutions, other lenders and investing agencies and trustees for the holder of debentures / bonds/ other debt instruments for securing the borrowings of the Company availed / to be availed by way of rupee and or foreign currency loans, arrangements, facilities, guarantees and/ or securities in the nature of debentures/bonds/ other debt instruments issued or to be issued by the Company from time to time (hereinafter collectively referred to as **"Loans"**), provided that the total amount of such Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, all costs, charges, expenses and other monies payable by the Company, in terms of the Agreement(s), Deed(s) and/ or any other facility documents executed/ to be executed by the Company with such Banks, financial institutions, other lenders and investing agencies and trustees for the holder of debt instruments in respect of the said Loans, shall not at any time exceed ₹30,000 crores (Rupees Thirty Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute with the Banks, financial institutions, other lenders and investing agencies and trustees for the holder of debt instrument or other securities all such agreements, contracts, instruments, deeds and other documents for creating the aforesaid charges, pledges mortgages and/or hypothecations and to accept any modification to or to modify, alter or vary, the terms and condition of existing agreements, contracts, instruments, deeds and other documents and to do all such acts, deeds, matter and things as may be deemed to be necessary, proper, expedient and incidental or ancillary thereto for giving effect to this resolution."

13. To increase borrowing limits of the Company in terms of section 180(1)(c) of the Companies Act, 2013 upto the limit of ₹ 5,000 crores

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

"RESOLVED THAT in supersession of the resolution passed by the members of the Company at the Thirty-Eighth (38th) Annual General Meeting held on 30th September, 2014 and pursuant to provision of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as **"the Board"** which terms shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution] to borrow at its discretion, either from Company' Bankers or any other Indian or Foreign Bank(s), Financial Institution(s) or any other Lender(s) from time to time such sum(s) of money(s) which together with the money(s) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company, provided that the total money(s) so borrowed together with the money(s) already borrowed by the Board shall not exceed, at any time, the limit of ₹ 5,000 crores (Rupees Five Thousand Crores only) .

RESOLVED FURTHER THAT THAT the Board be and is hereby authorised to negotiate, finalise and execute with the Banks, financial institutions and other lenders all such agreements, deeds and other documents for availing the borrowing and loan facilities from time to time and to accept any modification to or to modify, alter or vary, the terms and condition of existing borrowing and loan facility and to do all such acts, deeds, matter and things as may be deemed to be necessary, proper, expedient and incidental or ancillary thereto for giving effect to this resolution."

14. 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, with or without modification, 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, consent of the members of the Company be and is hereby accorded to raise upto an aggregating amount of ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) vide issue of cumulative/non-cumulative, listed or unlisted, redeemable 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

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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 is 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 of such issue, identifying investors, exercising call and put option and redemption period of such 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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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 ("AGM") is enclosed. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.
3. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
4. Members /Proxies attending the meetings are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Any Corporate members, intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 ("Act"), are requested to send a certified copy of the board resolution authorizing their representative together with the respective specimen signature(s) of those representative(s) to attend and vote on their behalf at the meeting.
7. An explanatory statement pursuant to Section 102 of the Act, relating to the special businesses set out in the Notice is annexed hereto and forms part of the Notice.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th July, 2023 to 4th August, 2023 (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 28th July, 2023.
9. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 28th July, 2023.
10. Dividend related information
 - a) The Board of Directors of the Company at their meeting held on 16th June 2023 have, inter alia, recommended payment of dividend of ₹ 4 (Rupees Four only) per equity share of the face value of ₹ 10 (Rupee Ten only) each out of the Profits for the financial year ended 31st March 2023, subject to approval of the members at the ensuing AGM. The dividend for the financial year ended 31st March 2023, if approved by the members at the ensuing AGM will involve a dividend payout of ₹ 28,78,80,952/- (Rupees Twenty Eight crore Seventy Eight lakh Eighty thousand Nine hundred and Fifty Two only). The dividend, once declared by the members will be paid, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e. Friday, 28th July, 2023.
 - b) The Board of Directors of the Company at their meeting held on 16th June 2023 have, inter alia, recommended payment of dividend of 0.01% on the Convertible Preference shares of the Company. The dividend, once declared by the members would involve total outflow of ₹ 4,50,000/- (Rupees Four lakh Fifty thousand only).
 - c) As per the Income-tax Act, 1961, dividends paid or distributed by the Company after 1st April, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source ("TDS") at the prescribed rates from the dividend to be paid to the shareholders, subject to requisite approvals. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
 - d) Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.
 - e) Members holding shares in physical/demat form are required to submit their bank account details to the Company / their respective DP, if not already registered with the Company/ DP.
 - f) In case the Company's dividend banker is unable to process the final dividend to any member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts to such Member by post.

11. Any 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 Services Limited by writing to secretarial@afcons.com / afcons@cameoindia.com.
12. 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.
13. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided not less than 3 (three) days of advance notice in writing is given to the Company.
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 will be available for inspection by the members at the Annual General Meeting.
15. The documents referred in the Notice and Explanatory Statement and the Annual Accounts of the Subsidiary companies will be available for inspection to Members at the registered office of the Company and that of the respective subsidiary companies during 11.00 a.m. to 1.00 p.m. on any working day except Saturdays, Sundays and Public Holidays up to the date of the Forty-Seventh 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.
16. Information as required under the Companies Act, 2013 and the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of appointment of Directors seeking appointed / reappointed at this AGM is given as Annexure to the Notice. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
17. 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 to 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.
18. 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 dematerialize the Equity Shares of the Company, promptly.
19. 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 remained 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.

Regd.Office:

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

Place: Mumbai

Dated: 16th June, 2023

By Order of the Board of Directors

Gaurang Parekh
Company Secretary

AFCONS INFRASTRUCTURE LIMITED

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

An explanatory statement pursuant to Section 102 of the Act with respect to the **item nos. 6 to 14** 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 recommendations 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 2023-24, for a remuneration of ₹ 2,75,000/- (excluding applicable taxes and reimbursement of 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 2023-24.

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 nos. 8 & 9

Pursuant to the recommendation of the Nomination and Remuneration Committee at its meeting held on 10th June 2023, the Board of Directors at its meeting held on 16th June 2023 have re-appointed both Mr. K. Subramanian (DIN: 00047592), Executive Vice Chairman and Mr. S. Paramasivan (DIN: 00058445) Managing Director of the Company for a further term of Three (3) years i.e. from 1st July, 2023 to 30th June, 2026.

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- Seventh Annual General Meeting.

The resolutions at item No. 8 & 9 of this Notice seeks 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 term of Three (3) years with effect from 1st July, 2023 to 30th June, 2026.

Brief Profile of Mr. K. Subramanian and Mr. S. Paramasivan, name of Companies in which they hold directorships/ memberships / chairmanships of Board Committees and the Disclosures as prescribed in Secretarial Standards – 2 on General Meeting 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 nos. 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)		
	2020-21	2021-22	2022-23
Revenue from operation	8,930.67	10,498.55	12,466.61
Net Profit after Tax	125.93	259.30	409.67
EPS (₹)	17.50	7.61	12.02
Dividend Amount (Preference Shares)	0.05	0.05	0.05
Dividend Amount (Equity Shares)	25.19	25.19	-
Dividend % (Preference Shares)	0.01	0.01	0.01
Dividend % (Equity Shares)	35	35	-

5. Export performance and net foreign exchange collaborations

(Standalone Financials)

FOREIGN EXCHANGE EARNINGS AND OUTGO	Financial Year (₹in crores)		
	2020-21	2021-22	2022-23
Earnings	3,609.00	3,414.05	3,608.27
Outgo	3,064.43	3,077.47	3,759.94

6. Foreign investments or collaborators, if any

The Company has developed strategic association with various International Companies like Sibmost OJSC of Russia, Transtunnelstroy 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 65 years, an Indian National is the Whole-Time Director of the Company. He is working with the Company for over 20 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 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
2022-23	82,68,000	22,32,360	3,68,69,134	4,73,69,494

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, he is a recipient of the distinguished NITIE Alumni Award 2013. In 2022 he has been bestowed with the degree of Doctor of Letter (D. Litt. Honoris Causa) by Kalinga Institute of Industrial Technology (KIIT) as a recognition of his contribution to the society in the field of Infrastructure Development, Corporate leadership and his outstanding achievements at various national and international forums and also he was honoured with the 'Outstanding Personality' award at the 2022 Samaj Shakti Awards.

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.

Mr. K. Subramanian has over 40 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.

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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 or other Director, 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 or other Director beside the remuneration set out in the resolution at item no. 8 of the Notice 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 66, an Indian national has been working with the Company for over 21 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 the 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 43 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.

2. Past remuneration:

(in ₹ p.a.)

Year	Salary	PF/SA	Perquisites	Total Remuneration
2022-23	72,54,000	19,58,580	3,35,34,517	4,27,47,097

3. Recognition or awards

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

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 43 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 or other Director, 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 or other Director beside the remuneration set out in the resolution at item no. 9 of the Notice 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 mainly 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 to 9 of the Notice 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.

DISCLOSURES:

The remuneration packages of Mr. K. Subramanian, Mr. S. Paramasivan are detailed in the resolutions at item nos. 8 & 9 respectively of the Notice.

Interest of Directors:

Mr. K. Subramanian and Mr. S. Paramasivan are deemed to be interested in the respective resolutions pertaining to his remuneration. 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 a contract of service with managing / whole-time director as required to be maintained pursuant to Section 190 of the Companies Act, 2013.

Your Directors recommend the special resolution at item no. 8 to 9 of the Notice for the approval of the members.

Item no. 10

At the Forty-Sixth (46th) Annual General Meeting held on 29th September 2022, the members of the Company had vide special resolution approved the re-appointment and fixed the remuneration of Mr. Giridhar Rajagopalan, Deputy Managing Director for a period of three years i.e. from 1st July, 2022 to 30th June, 2025, 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 on 10th June 2023, the Board of Directors at its meeting held on 16th June 2023 have approved variation of the terms the terms of remuneration pertaining to contribution to Superannuation fund of Mr. Giridhar Rajagopalan, Deputy Managing Director, subject to approval of members as under:

b(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. If, during the term of the appointment of Mr. Giridhar Rajagopalan, the Company implements National Pension Scheme ("NPS") and Mr. Giridhar Rajagopalan exercises his option of transition from Superannuation Scheme of the Company to NPS, then the contribution to NPS shall be restricted to 10% of the basic salary or at such other rate as may be modified / notified by the Government from time to time and the balance of 5% of the basic salary shall be paid as Perquisite. Tax on such Perquisite shall be paid as per the provision of the Income Tax Act 1961.

All other terms and conditions of re-appointment and remuneration as approved at the AGM held on 29th September 2022 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 are given in the Annexures attached to the Notice.

Except Mr. Giridhar Rajagopalan who is concerned / interested in the 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 of the Notice for the approval of the members.

Item no. 11

The Company has issued 25,00,00,000 (Twenty Five crores), 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non-Participatory Preference Shares having face value of ₹ 10/- each ("**CCPS**") which are being currently held by Goswami Infratech Private Limited ("**CCPS Holder**").

The CCPS Holder had raised funds by the issue of:

- (a) 8,000 rated, listed, zero coupon, redeemable, non-convertible debentures of nominal value of ₹ 1,000,000 each, aggregating to not more than ₹ 8,000,000,000 divided into five series and listed on the wholesale debt market segment of the BSE Limited;
- (b) 4,500 rated, listed, zero coupon, redeemable, non-convertible debentures of nominal value of ₹ 1,000,000 each, aggregating to not more than ₹ 4,500,000,000 divided into five series and listed on the wholesale debt market segment of the BSE Limited;
- (c) 3,750 rated, listed, zero coupon, redeemable, non-convertible debentures of nominal value of ₹ 1,000,000 each, aggregating to not more than ₹ 3,750,000,000 divided into two series and listed on the wholesale debt market segment of the BSE Limited; and
- (d) 8,250 listed, rated, zero coupon, redeemable, non-convertible debentures of ₹ 1,000,000 each, aggregating to not more than ₹ 8,250,000,000 divided into two series and listed on the wholesale debt market segment of the BSE Limited.

(collectively, the "**Existing Debentures**")

In relation to the Existing Debentures, the CCPS Holder has provided security of the Company's CCPS held by it for the benefit of the holders of the Existing Debentures.

In this connection and pursuant to the request of the CCPS Holder and the subsequent approval of the equity shareholder of the Company obtained on 17th July 2020 in terms of section 48 of the Companies Act, 2013 vide postal ballot, the terms of the CCPS were varied to provide for early conversion right at any time on or after 31st July 2020 ("**Early Conversion Date**").

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The Company and the CCPS Holders are part of the Group entities. As per the terms of the pledge arrangement agreed between the CCPS Holder and the holders of the Existing Debentures, the Company and the other Promoter entities [i.e. Shapoorji Pallonji and Company Private Limited (“SPCPL”), Hermes Commerce Private Limited (“Hermes”), Renaissance Commerce Private Limited (“Renaissance”), Floreat Investments Private Limited (“Floreat”) hereinafter collectively referred to as “Promoter Group Entities”], the common security trustee for the Existing Debentures were required to sign and execute the CCPS Agreement whereby the Company and the Promoter Group Entities were required to agree to adhere to the terms and covenants stated in the said CCPS Agreement. In this connection, pursuant to the board resolution passed on 18th June 2020, the Company had signed and executed the CCPS Agreement on 31st July 2020 (“CCPS Agreement”) with the CCPS Holder and other parties to the said CCPS Agreement.

Subsequently in July 2022, the CCPS Holder had vide its letter dated 21st July 2022 requested the Company to amend the terms of the said CCPS by deferring the Early Conversion Date from “any time on or after 31st July 2020” to “any time on or after 31st January 2023”. Accordingly, the Company at its Board meeting dated 29th July 2022 approved obtaining equity shareholders’ consent to the proposed variation of the terms of the CCPS at the ensuing Annual General meeting whereupon the Company would be required to execute CCPS Amendment Agreement. The Shareholders of the Company approved the said variation of the terms of the CCPS and then the Amendment to the CCPS Agreement was executed on 8th November 2022 (“CCPS Amendment Agreement No. 1”) with CCPS Holder and other parties related to the said CCPS Amendment Agreement No. 1.

Currently, CCPS Holder is issuing 1,430,000 rated, listed, secured, zero coupon, redeemable, non-convertible debentures of the nominal value of ₹ 100,000 each, aggregating to not more than ₹ 143,000,000,000 (“New NCDs”) to new investors (“New NCD Holders”) and the proceeds of this New NCDs will be used to, *inter alia*, repay the holders of the Existing Debentures. The holders of the Existing Debentures would release pledge on the CCPS of the Company held by the CCPS Holder and then the said CCPS would be pledged for the benefit of the New NCD Holders as a security.

The CCPS Holder vide its letter dated 09th June 2023 had requested for amendment of terms and condition of the CCPS.

SPCPL holds 10,00,00,000 (Ten Crores) 0.01% Non-Cumulative and Non-Participatory Convertible Preference Shares having face value of ₹10/- aggregating to ₹ 100,00,00,000/- (Rupees One Hundred Crores only) of the Company. Also, Floreat is the holder of 10,00,00,000 (Ten Crores) 0.01% Non-Cumulative and Non-Profit Participatory Convertible Preference Shares having face value of ₹ 10/- each aggregating to ₹100,00,00,000/- (Rupees One Hundred Crores only) of the Company. The existing holder of CCPS of the Company (i.e. SPCPL and Floreat have given their respective consents to the variation of the terms of CCPS of the Company held by the CCPS holder.

The aforesaid consent of CCPS holder, SPCPL and Floreat to the said variation in the terms of the CCPS of the CCPS Holder are available for inspection by Members of the Company at the registered office of the Company on any working day (i.e. Monday to Friday) between 11.00 a.m. to 1.00 p.m. until the date and time of this Forty-Seventh Annual General Meeting of the Company.

The Board of Directors of the Company (“the Board”) vide resolution passed at Board Meeting dated 16th June 2023, has, subject to the approval of the members, recommended further variation of terms of the CCPS of the Company held by CCPS Holder and execution of a second amendment agreement to the CCPS Agreement.

Mr. Shapoorji Mistry and Mr. Pallon Mistry, Directors of the Company may be deemed to be interested in the passing of the aforesaid resolution.

Save and except the directors, key managerial personnel(s) or their relatives, who hold shares in the Company and /or the promoter group no other directors, key managerial personnel(s) or their relatives are interested or concerned in the aforesaid resolution.

The Board recommends the special resolution as set forth at item no.11 of the Notice for the approval of the members.

Item no. 12

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, approval of the members of the Company vide special resolution is necessary to enable the Board of Directors of the Company to create mortgage, charge, pledge and hypothecation etc. on all or any of the movable and / or immovable properties and / or whole or substantially the whole of the undertakings of the Company. Also, the standard terms of any long term debt financing with the lenders (including banks and financial institutions) may include powers to the charge holder(s) to take over the asset of the Company in certain circumstance (i.e. non payment of dues or breach/ Event of Default as stated in such financing documents) which may be regarded as disposal of the Company’s undertaking within the meaning of the Section 180(1)(a) of the Companies Act, 2013.

The members of the Company, at the Fortieth (40th) Annual General Meeting held on 29th September, 2016, had authorized the Board of Directors to secure the borrowing of the Company by suitable mortgage/ charge/ hypothecation on all or any of the movable and / or immovable properties, which may be regarded as disposal of the Company’s undertakings under Section 180(1)(a) of the Companies Act, 2013 upto the maximum limit of ₹ 20,000 crores (Rupees Twenty Thousand crores only).

It is proposed to pass special resolution in accordance with provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 to seek members consent to the Board of the Directors (which terms shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) to create charge/ on the assets (movable or immovable), hypothecation or mortgage on the assets of the Company or whole of the undertaking of the Company for an increased limit of ₹ 30,000 crores (Rupees Thirty Thousand crores only) in favour of Banks, financials institution and other lenders for securing the borrowings of the Company.

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

The Board recommends the resolution set forth at item no. 12 of the Notice for the approval of the members as Special Resolution.

Item no. 13

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow monies, together with the money already borrowed by the Company in excess of the aggregate of the Company’s paid up share capital, free reserves and securities premium (apart from temporary loan obtained from the Company’s bankers in the ordinary course of business), except with the consent of the Company accorded by way of a special resolution.

In this connection, the members of the Company, at the Thirty-Eighth (38th) Annual General Meeting held on 30th September, 2014, had authorised Board of Directors to borrow over and above the aggregate of the paid up share capital and free reserve of the Company provided the total amount of such borrowing together with the amount already borrowed and outstanding at any point of time shall not exceed ₹ 3,000 crores (Rupees Three Thousand crores only).

Taking into considering the Company's increased business operation and the long terms growth potentials, the Company would require additional credit facilities from various Banks and/or Financial Institutions and/or any other lending institutions and or/ Bodies Corporate. Hence, consent of the members vide passing of special resolution is sought in accordance with provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to enable to the Board of Director to borrow money exceeding the aggregate of the paid-up capital, free reserves and securities premium of the Company provided that, the total money(s) so borrowed together with the money(s) already borrowed by the Board of Directors shall not exceed, at any time, the limit of ₹ 5,000 crores (Rupees Five Thousand crores only).

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

The Board recommends the resolution set forth at item no. 13 of the Notice for the approval of the members.

Item no. 14

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 members 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 ₹ 200,00,00,000/- 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 is being approved by the members of the Company at this Annual General Meeting of the Company

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 ₹ 200,00,00,000/- (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. 14 of the Notice 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

Place: Mumbai
Dated: 16th June, 2023

By Order of the Board of Directors

Gaurang Parekh
Company Secretary

AFCONS INFRASTRUCTURE LIMITED

Annexure to the Notice

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

1.

Particulars	Mr. S. Paramasivan
Date of Birth, Age	20.05.1957, 66 years
Date of first appointment on the Board	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 over 43 years of industry experience.
Directorships 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 2022-23	9
Remuneration last drawn during the Financial year 2022-23	₹ 4,27,47,097/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	--

2.

Particulars	Mr. Umesh Khanna
Date of Birth, Age	08.07.1957, 65 years
Date of first appointment on the Board	22.08.2012
Qualification	B.E. (Electrical) from Agra University, Masters in System Engineering & Operations Research from IIT Roorkee, MBA (Marketing) from University of Hull, UK.
Experience in Specific Functional Area	Mr. Umesh Khanna has over 33 years of experience in launching and expanding businesses & markets, business policy & planning and in International Marketing and Contracts Management for power and non-power industries. He has worked with Bhel for 27 years. Prior to joining SP Group, he was CEO, Director on Board of BF-NTPC Energy Systems Limited.
Directorships held in other Companies.	1. Shapoorji Pallonji Infrastructure Capital Company Private Limited 2. Shapoorji Pallonji Forbes Shipping Limited 3. Shapoorji Pallonji Projects Private Limited 4. SP Armada Clean Energy Ventures Private Limited 5. Armada 98/2 Pte. Ltd. 6. Karapan Armada Madura Pte.Ltd. 7. Shapoorji Pallonji 98/2 Company Pte Limited 8. Armada Madura EPC Limited 9. PT Gokak Indonesia
Membership / Chairmanship of Committees of other companies	1
Number of Equity Shares held	--
Terms and Condition of re-appointment	Director Liable to retire by rotation
Remuneration sought to be paid	Sitting fees for attending Board meetings
Number of meeting of the Board attended during the Financial year 2022-23	9
Remuneration last drawn during the Financial year 2022-23	₹ 17,00,000/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	--

3.

Particulars	Mr. K. Subramanian
Date of Birth, Age	03.06.1958, 65 years
Date of first appointment on the Board	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 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. He has been conferred with the degree of Doctor of Letter (D. Litt. Honoris Causa) by the Kalinga Institute of Industrial Technology (KIIT).
Directorships held in other Companies.	--
Membership / Chairmanship of Committees of other companies	--
Number of Equity Shares held	58,208
Terms and Condition of re-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 2022-23	4
Remuneration last drawn during the Financial year 2022-23	₹ 4,73,69,494/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	--

4.

Particulars	Mr. Giridhar Rajagopalan
Date of Birth, Age	18.02.1957, 66 years
Date of first appointment on the Board	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 in Methods and Technology. He is part of the CMEG (Core Method and Engineering Group) formed to help continual improvement on projects.
Directorships 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	2,400
Terms and Condition of re-appointment	Director liable to retire by rotation. As approved by the Members at Annual General Meeting held on 29 th September 2022 read with variation in the para (a) at the said remuneration as set out in resolution no.10 of this Notice.
Remuneration sought to be paid	As per the resolution No. 10 of this Notice.
Number of meeting of the Board attended during the Financial year 2022-23	8
Remuneration last drawn during the Financial year 2022-23	₹ 2,55,24,512/-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	---

