

Certified true copy of the resolution passed at the meeting of the Board of Directors of AFCONS INFRASTRUCTURE LIMITED held on 30<sup>th</sup> June, 2022 at "Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Andheri West, Mumbai-400053

Re: To re-appoint and revise remuneration of Mr. Giridhar Rajagopalan (DIN-02391515), whose term of office as Deputy Managing Director of the Company expires on 30<sup>th</sup> June, 2022, for a further period of 3 (three) years from 1<sup>st</sup> July, 2022 to 30<sup>th</sup> June, 2025

"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) and subject to the approval of the shareholders, at the ensuing Annual general Meeting of the Company, the re-appointment of Mr. Giridhar Rajagopalan (DIN-02391515), whose terms of office as Deputy Managing Director of the Company expires on 30<sup>th</sup> June 2022, be and is hereby approved for a further period of 3 (three) years with effect from 1<sup>st</sup> July, 2022 upto 30<sup>th</sup> June, 2025 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. Giridhar Rajagopalan 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. Giridhar Rajagopalan of the Company at any time, subject to the same not exceeding the limit specified under section 197, read with Schedule V of the Companies Act, 2013.

**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 Rs. 4,50,00,000/- per annum.

Within the said limit, Mr. Giridhar Rajagopalan 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 1<sup>st</sup> 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. Giridhar Rajagopalan is entitled to the following Benefits and Payments: -



- (i) Medclaim 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. 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. Giridhar Rajagopalan 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. Giridhar Rajagopalan.
- (iii) Reimbursement of one telephone bill at residence. However, expenses of personal long distance calls shall be borne by Mr. Giridhar Rajagopalan.
- (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.

Mr. Giridhar Rajagopalan 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 managing directors or managers 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, whole-time directors and its managers. The net profit for this purpose shall be computed in the manner laid down in section 198 of the Act.

- c) Other Material Terms of appointment of Mr. Giridhar Rajagopalan:



- (i) Subject to the superintendence, control and direction of the Board Mr. Giridhar Rajagopalan shall exercise such powers as are conferred upon him by the Board from time to time provided however that on all day to day matters he shall report to and act in accordance with the directions of Managing Director of the Company.
- (ii) Mr. Giridhar Rajagopalan shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment as Deputy 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. Giridhar Rajagopalan, may be terminated either by the Company in pursuance of resolution of the Board of Directors of the Company or by Mr. Giridhar Rajagopalan 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. Giridhar Rajagopalan 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. Giridhar Rajagopalan, then the remuneration and perquisite as set out above shall be paid to Mr. Giridhar Rajagopalan as minimum remuneration, subject to compliance with the necessary provisions of Schedule V and other provision of the Act and obtaining necessary approvals of applicable authorities 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 question, difficulties and / or doubts that may arise in this regards in order to implement and give effect to the foregoing resolution."

Certified to be True  
for AFCONS INFRASTRUCTURE LIMITED



**Gaurang Parekh**  
Company Secretary  
FCS no. 8764  
Flat no.201, Somnath Darshan CHSL  
Kastur Park, Shimpoli Road, Borivali (W),  
Mumbai-400092

Certified true copy of the resolution passed at the Forty-Sixth Annual General Meeting of AFCONS INFRASTRUCTURE LIMITED held on 29<sup>th</sup> September, 2022 at "Afcons House", 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar P.O., Andheri (West), Mumbai-400053

### Resolution No. 12 - Special Resolution

To re-appoint and fix the remuneration of Mr. Giridhar Rajagopalan (DIN - 02391515) as whole-time Director designated as Deputy Managing Director of the Company for a term of 3 years i.e. from 1<sup>st</sup> July 2022 to 30<sup>th</sup> June 2025.

"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 for the re-appointment of Mr. Giridhar Rajagopalan (DIN-02391515), as the Whole-time Director designated as Deputy Managing Director of the Company for a further tenure of Three (3) years with effect from 1<sup>st</sup> July 2022 and upto 30<sup>th</sup> June, 2025, subject to retirement by rotation, on such terms and conditions including remuneration as set out below and as agreed between the Company and Mr. Giridhar Rajagopalan, 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. Giridhar Rajagopalan 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 ₹ 4,50,00,000/-per annum.

Within the said limit, Mr. Giridhar Rajagopalan 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 1<sup>st</sup> 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. Giridhar Rajagopalan shall be entitled to the following benefits and Payments
- (i) Mediciam 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 notified 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 the 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 days basis salary for each completed year of services.
  - (ii) Provision of Company maintained car. In the event Company does not provide a driver, Mr. Giridhar Rajagopalan 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. Giridhar Rajagopalan.
  - (iii) Reimbursement of one telephone bill at residence. However, expenses of personal long distance calls shall be borne by Mr. Giridhar Rajagopalan.
  - (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.

Mr. Giridhar Rajagopalan 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 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. Giridhar Rajagopalan:

- (i) Subject to superintendence, control and direction of the Board, Mr. Giridhar Rajagopalan shall exercise such powers as are conferred upon him by the Board from time to time provided however that on all day to day matter, he shall report to and act in accordance with the directions of Managing Director of the Company.
- (ii) Mr. Giridhar Rajagopalan shall vacate office of Director in the event of resignation or on the expiry of tenure of his appointment as Deputy 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. Giridhar Rajagopalan may be terminated either by the Company in pursuance of a resolution of the Board of Directors of the Company or by Mr. Giridhar Rajagopalan 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. Giridhar Rajagopalan 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. Giridhar Rajagopalan, then the remuneration and perquisites as set out above shall be paid to Mr. Giridhar Rajagopalan 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."

Certified to be True  
for AFCONS INFRASTRUCTURE LIMITED



**Gaurang Parekh**  
Company Secretary  
FCS no. 8764

Flat no.1003, B Wing Vrindavan Tower CHSL,  
Chikwadi, Near Phoenix Hospital, Borivali (W),  
Mumbai-400092.

**An explanatory statement pursuant to Section 102 of the Act with respect to the item 12 of the accompanying notice of the meeting:**

**Item no. 12**

At the Forty-Third Annual General Meeting held on 26<sup>th</sup> September 2019, the Members of the Company vide special resolution had approved the re-appointment and revision in remuneration of Mr. Giridhar Rajagopalan, Executive Director (Technical) for a period of three years from 1<sup>st</sup> July, 2019 to 30<sup>th</sup> June, 2022. Later, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had at its meeting held on 22<sup>nd</sup> October 2020 promoted Mr. Giridhar Rajagopalan as the Deputy Managing Director for the remaining tenure of his appointment i.e. upto 30<sup>th</sup> June 2022.

Pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members at this Forty-Sixth Annual General Meeting, the Board of Directors of the Company at its meeting held on 30<sup>th</sup> June, 2022 had re-appointed Mr. Giridhar as Whole-time Director designated as Deputy Managing Director for a further period of 3 (three) years with effect from 1<sup>st</sup> July, 2022 upto 30<sup>th</sup> June, 2025.

The Company has received from Mr. Giridhar Rajagopalan (i) consent in writing to act as director (ii) a declaration to the effect that he is not disqualified from being appointed as Deputy Managing Director of the Company in terms of provisions of Section 164(2) of the Act.

The terms of re-appointment of Mr. Giridhar Rajagopalan are set forth in the notice of this Forty-Sixth Annual General Meeting.

The resolution at item no.12 of this Annual General Meeting seeks approval of the Members in terms of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder for re-appointment and for fixing remuneration of Mr. Giridhar Rajagopalan as Whole-time Director designated as Deputy Managing Director for a further period of 3 (three) years with effect from 1<sup>st</sup> July, 2022 upto 30<sup>th</sup> June, 2025.

The details of Mr. Giridhar Rajagopalan are given in the Annexures attached to the Notice.

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

Although the Company foresees profits during the term of the whole-time directors, 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. 12 to Mr. Giridhar Rajagopalan as minimum remuneration.

In this regard, as required under Schedule V Section II Part B condition (iv) of the Act 2013, the additional informations of Mr. Giridhar Rajagopalan of the Company are 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)		
	2019-20	2020-21	2021-22
Revenue from operation	9,254.97	8,930.67	10,498.55
Net Profit after Tax	241.92	125.93	259.30
EPS (₹)	33.61	17.50	36.02
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

5. Export performance and net foreign exchange collaborations

(Standalone Financials)

FOREIGN EXCHANGE EARNINGS AND OUTGO	Financial Year (₹ in crores)		
	2019-20	2020-21	2021-22
Earnings	3805.21	3609.00	3414.05
Outgo	3064.95	3064.43	3077.47

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:

**Mr. Giridhar Rajagopalan, Deputy Managing Director**

1. Background details:

Mr. Giridhar Rajagopalan, aged 65, an Indian national has been the Whole-Time Director designated as Executive Director (Technical) on the Board of the Company w.e.f. 1<sup>st</sup> October, 2016. He has been elevated as Deputy Managing Director of the Company w.e.f. 22<sup>nd</sup> October, 2020.





Mr. Giridhar Rajagopalan graduated in Civil Engineering from Sardar Patel College of Engineering, Mumbai. He has experience of over 40 years. He has worked with companies like Peninsula Land Ltd (Ashok PIRAMAL Group Enterprise) & V Karma Capital (owned by DLF).

He heads the technical functions of the Company like Planning, Design, Methods, 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.

He is leading the project teams for the world's highest railway bridge at the iconic Chenab Bridge Project, construction of India's first underwater rail tunnel for Kolkata Metro, a double track BG Railway Bridge at Mokama, Bihar and two critical road projects in Dubai for Road Transport Authority, Dubai.

He is also a member of the Board of Institute of Lean Construction Excellence (ILCE) and has successfully led the implementation of Lean Construction in several projects over the years.

He continues to play an important role in transforming the Company into a major EPC player. Under his stewardship, the Company became the first Indian infrastructure company to win the prestigious MAKE Award in three categories in 2016 and 2017 as well as Most Innovative Knowledge Enterprise (MIKE) Award at Global, Asia Pacific and India levels in 2018, 2019, 2020 and 2021.

## 2. Past remuneration:

(in ₹ p.a)

Year	Salary	PF/SA	Perquisites	Total Remuneration
2021-22	31,80,000	8,58,600	1,90,94,268	2,31,32,868

## 3. Recognition or awards - NIL

## 4. Job profile and his suitability

Mr. Giridhar Rajagopalan is the Whole-time Director of the Company and having more than 40 years' experience. He is designated as Deputy Managing Director of the Company with effect from 22<sup>nd</sup> October 2020. He heads the technical functions of the Company like Planning, Design, Quality, Methods, Safety, Technical Training and Knowledge Management other than handling technically challenging projects.

## 5. Remuneration proposed

The details of the remuneration of Mr. Giridhar Rajagopalan, Deputy Managing Director of the Company is set out in the resolution at item no. 12 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. Giridhar Rajagopalan, Deputy 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. Giridhar Rajagopalan, Deputy 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.12 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. 12 to Mr. Giridhar Rajagopalan 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 package of Mr. Giridhar Rajagopalan is detailed in the resolution at item no. 12 respectively of the Notice.

### **Interest of Directors:**

Mr. Giridhar Rajagopalan is deemed to be interested in the resolution pertaining to his remuneration. No other Directors of the Company are directly or indirectly concerned or interested in this 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 Act.

Your Directors recommend the special resolution at item no. 12 for the approval of the Members.

**Certified to be True  
for AFCONS INFRASTRUCTURE LIMITED**



**Gaurang Parekh**  
**Company Secretary**  
**FCS no. 8764**  
Flat no.1003, B Wing Vrindavan Tower CHSL,  
Chikuwadi, Near Phoenix Hospital, Borivali (W),  
Mumbai-400092.