



AFCONS INFRASTRUCTURE LIMITED



Certified True Copy of the resolution passed at the meeting of the IPO COMMITTEE of AFCONS INFRASTRUCTURE LIMITED held on Thursday the 28th March, 2024 at 9.30. a.m. IST through Videoconference at "Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Andheri West, Mumbai - 400053 being the deemed place of Meeting.

Re: To approve the filing version of Draft Red Herring Prospectus for the Initial Public Offering

"RESOLVED THAT, in furtherance of the resolution passed by the Board on March 18, 2024 authorizing the proposed initial public offering and approving the draft of the draft red herring prospectus ("**DRHP**") and subject to and in accordance with all applicable law including the Companies Act, 2013, and rules there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other regulations issued by Securities and Exchange Board of India ("**SEBI**") in connection with the proposed initial public offering of its equity shares of face value of ₹ 10 each (the "**Equity Shares**"), consisting of a fresh issue of equity shares ₹ 10 each of the Company (the "**Equity Shares**") aggregating up to ₹ 12,500 million and offer for sale by the existing shareholders i.e. the Selling Shareholders of such number of Equity Shares aggregating up to an amount of ₹ 57,500 million (the "**Offer**") at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the BRLMs to the Offer, containing the requisite information as prescribed by applicable laws and regulations, and subject to the DRHP being duly signed by the Directors of the Company, the Chief Financial Officer, and the Selling Shareholder/s (or their duly authorised representative), the draft of the DRHP as provided to and placed before the members of the IPO Committee be and is hereby approved for filing with the Securities and Exchange Board of India and the stock exchanges where the Equity Shares are proposed to be listed and any other regulatory authority or persons as may be required or necessary.

RESOLVED FURTHER THAT Mr. Subramanian Krishnamurthy, Mr. S. Paramasivan and Mr. Giridhar Rajagopalan, Directors of the Company, Mr. Ramesh Kumar Jha, Chief Financial Officer of the Company and Mr. Gaurang Parekh, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions to the Offer Agreement as may be deemed fit and proper in the best interests of the Company and to do all such deeds and acts as necessary to give effect to such resolution.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of the members of the IPO Committee or any of the Director of the Company or the Company Secretary of the Company wherever required."

Certified to be True

For AFCONS INFRASTRUCTURE LIMITED


Gaurang Parekh
Company Secretary

FCS 8764

Afcons House, Andheri West,
Mumbai-400053

