

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45200MH1976PLC019335

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACA9067G

(ii) (a) Name of the company

AFCONS INFRASTRUCTURE LIA

(b) Registered office address

AFCONS HOUSE 16 SHAHINDUSTRIAL ESTATE VEERA DESAI RD AZAD
NAGAR PO ANDHERI NA
MUMBAI
Maharashtra
400053

(c) *e-mail ID of the company

secretarial@afcons.com

(d) *Telephone number with STD code

02267191000

(e) Website

(iii) Date of Incorporation

22/11/1976

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	GOSWAMI INFRATECH PRIVATE LIMITED	U45209DL2012PTC241323	Holding	72.35
2	HAZARAT AND COMPANY PRIVATE LIMITED	U74999MH1982PTC028701	Subsidiary	100
3	AFCONS CORROSION PROTECTION PRIVATE LIMITED	U28920MH1985PTC036876	Subsidiary	100
4	AFCONS HYDROCARBONS ENGINEERING PRIVATE LIMITED	U11101MH1984PTC032807	Subsidiary	100
5	AFCONS SENER LNG CONSTRUCTION PRIVATE LIMITED	U45400MH2015PTC260889	Joint Venture	49
6	AFCONS OIL AND GAS SERVICES PRIVATE LIMITED	U11200MH2020PTC341618	Subsidiary	74
7	AFCONS SAUDI CONSTRUCTION PRIVATE LIMITED		Subsidiary	100

8	AFCONS GULF INTERNATIONAL +		Subsidiary	100
9	AFCONS MAURITIUS INFRASTR +		Subsidiary	100
10	AFCONS OVERSEAS SINGAPOR +		Subsidiary	100
11	AFCONS INFRA PROJECTS KAZ +		Subsidiary	100
12	AFCONS OVERSEAS PROJECT C +		Subsidiary	100
13	AFCONS INFRASTRUCTURES KI +		Subsidiary	49
14	AFCONS CONSTRUCTION MID +		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	340,738,269	340,738,269	340,738,269
Total amount of equity shares (in Rupees)	10,000,000,000	3,407,382,690	3,407,382,690	3,407,382,690

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	1,000,000,000	340,738,269	340,738,269	340,738,269
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	3,407,382,690	3,407,382,690	3,407,382,690

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	750,000,000	0	0	0
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	750,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,329,719	70,640,519	71970238	719,702,380	719,702,380	
Increase during the year	0	268,768,031	268768031	2,687,680,300	2,687,680,300	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	268,768,031	268768031	2,687,680,300	2,687,680,300	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify				0	0	
Conversion from Physical to Demat						
At the end of the year	1,329,719	339,408,550	340738269	3,407,382,6	3,407,382,6	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NIL						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NIL						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="04/08/2023"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

129,072,700,000

(ii) Net worth of the Company

27,686,238,269

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	338,969,201	99.48	0	
10.	Others	0	0	0	
	Total	338,969,201	99.48	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	501,369	0.15	0	
	(ii) Non-resident Indian (NRI)	18,549	0.01	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	50,000	0.01	0	
10.	Others Investor Education Protecti +	1,199,150	0.35	0	
	Total	1,769,068	0.52	0	0

Total number of shareholders (other than promoters)

390

**Total number of shareholders (Promoters+Public/
Other than promoters)**

395

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	5
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	2	0	2	0	0
B. Non-Promoter	3	5	1	7	0.02	0
(i) Non-Independent	3	2	1	2	0.02	0
(ii) Independent	0	3	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	7	1	9	0.02	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUBRAMANIAN KRISHNAN	00047592	Whole-time director	58,208	
SHAPOORJI PALLONJI	00010114	Director	0	
UMESH NARAIN KHANDELWAL	03634361	Director	0	
PARAMASIVAN SRINIVASAN	00058445	Managing Director	26,280	
GIRIDHAR RAJAGOPALAN	02391515	Managing Director	0	
ATUL SOBTI	06715578	Additional director	0	
CHERAG SAROSH BANSAL	07030974	Additional director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SITARAM KUNTE	02670899	Additional director	0	
RUKHSHANA JINA MI	08398795	Additional director	0	
ANURAG KUMAR SAC	08197908	Additional director	0	
RAMESH KUMAR JHA	AFPPJ0369D	CFO	0	
GAURANG MAHESHCH	AGWPP6531F	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

11

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUBRAMANIAN KR	00047592	Whole-time director	01/07/2023	Re-appointment
PARAMASIVAN SRI	00058445	Managing Director	01/07/2023	Re-appointment
ATUL SOBTI	06715578	Additional director	24/03/2024	Appointment
CHERAG SAROSH	07030974	Additional director	24/03/2024	Appointment
ANURAG SACHAN	08197908	Additional director	24/03/2024	Appointment
SITARAM KULTE	02670899	Additional director	12/03/2024	Appointment
RUKSANA MISTRY	08398795	Additional director	12/03/2024	Appointment
DAVID RASQUINA	01172654	Director	24/03/2024	Cessation
P N KAPADIA	00078673	Director	25/03/2024	Cessation
PALLON MISTRY	05229734	Director	12/03/2024	Cessation
ROSHEN NENTIN	00004884	Director	12/03/2024	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	04/08/2023	394	29	

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/06/2023	9	7	77.78
2	19/07/2023	9	7	77.78
3	04/08/2023	9	9	100
4	24/11/2023	9	8	88.89
5	05/01/2024	9	8	88.89
6	14/02/2024	9	7	77.78
7	12/03/2024	9	7	77.78
8	18/03/2024	10	8	80
9	24/03/2024	10	9	90

C. COMMITTEE MEETINGS

Number of meetings held

26

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	16/06/2023	3	3	100
2	Audit Committee	04/08/2023	3	3	100
3	Audit Committee	03/10/2023	3	3	100
4	Audit Committee	18/10/2023	3	3	100
5	Audit Committee	24/11/2023	3	3	100
6	Audit Committee	18/03/2024	3	3	100
7	Nomination & Remuneration	10/06/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
8	Nomination & F	09/01/2024	3	3	100
9	Nomination & F	09/03/2024	3	2	66.67
10	Nomination & F	23/03/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SUBRAMANIA	9	7	77.78	4	3	75	
2	SHAPOORJI F	9	5	55.56	4	3	75	
3	UMESH NARA	9	8	88.89	20	20	100	
4	PARAMASIVA	9	9	100	14	14	100	
5	GIRIDHAR RA	9	6	66.67	0	0	0	
6	ATUL SOBTI	0	0	0	0	0	0	
7	CHERAG SAF	0	0	0	0	0	0	
8	SITARAM KUM	2	2	100	2	2	100	
9	RUKHSHANA	2	2	100	0	0	0	
10	ANURAG KUM	2	2	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Subramanian K	Whole-time direc	54,377,296	0	0	0	54,377,296
2	Mr. S. Paramasivan	Managing Direct	49,573,546	0	0	0	49,573,546
3	Mr. Giridhar Rajago	Managing Direct	30,222,822	0	0	0	30,222,822
	Total		134,173,664	0	0	0	134,173,664

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ramesh Kumar Jha	CFO	12,966,991	0	0	0	12,966,991
2	Gaurang Maheshch	Company Secre	5,840,750	0	0	0	5,840,750
	Total		18,807,741	0	0	0	18,807,741

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shapoorji P. Mistry	Non Independent	650,000	0	0	0	650,000
2	Pradip N. Kapadia	Independent Dir	2,450,000	0	0	0	2,450,000
3	David P Rasquinha	Independent Dir	1,700,000	0	0	0	1,700,000
4	Umesh N. Khanna	Non Independent	2,100,000	0	0	0	2,100,000
5	Pallon S. Mistry	Non Independent	600,000	0	0	0	600,000
6	Roshen M. Nentin	Non Independent	600,000	0	0	0	600,000
7	Sitaram Janardan K	Independent Dir	400,000	0	0	0	400,000
8	Anurag Kumar Sach	Independent Dir	350,000	0	0	0	350,000
9	Rukhshana Jina Mis	Independent Dir	300,000	0	0	0	300,000
10	Atul Sobti	Independent Dir	100,000	0	0	0	100,000
11	Cherag Sarosh Bals	Independent Dir	100,000	0	0	0	100,000
	Total		9,350,000	0	0	0	9,350,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate Fellow

Certificate of practice number

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



PARIKH PAREKH & ASSOCIATES
COMPANY SECRETARIES

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai-400 053.
Tel.: 26301232 / 26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1987MH010000

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **AFCONS INFRASTRUCTURE LIMITED** (the Company) **CIN: U45200MH1976PLC019335** having its Registered Office at Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar, P. O. Andheri (West), Mumbai 400 053 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us, the information to the extent provided to us electronically, explanations furnished and representations made to us by the Company, and considering the relaxations granted by the Ministry of Corporate Affairs, we certify that:

- A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** during the aforesaid financial year, the company has generally complied with provisions of the Act & Rules made thereunder in respect of:
 - 1. Its status under the Act.
 - 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 - 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable;
 - 4. calling/convening/holding meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, notices were given and the proceedings circular resolutions and resolutions passed by postal ballot, have been recorded in the Minute Book / registers maintained for the purpose;
 - 5. closure of Register of Members/Security holders;

6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in section 188 of the Act were entered in the ordinary course of business and were at arm's length basis;
8. conversion, transfer and transmission of shares and issue of security certificates in all instances, as applicable;

there was no issue or allotment, buy back of securities/redemption of preference shares /alteration or reduction of share capital

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act; Not Applicable
10. declaration/payment of dividend;
transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/ filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment / re-appointment of auditors as per the provisions of section 139 of the Act;
14. no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted any Fixed Deposits during the year;
16. borrowings from its public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;

there were no borrowings from directors and members during the year.

17. Investments made by the company in other bodies corporate or persons falling under the provisions of Section 186 of the Act;
- the Company being in the business of providing infrastructure facilities, the provisions of section 186 of the Act, except sub-section (1), pertaining to loans, guarantees, or security provided are not applicable
18. there had been no alteration of the provisions of the Memorandum of Association/ Articles of Association of the Company;

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date:

Signature:
Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN:
Peer Review No: 723/2020

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
AFCONS INFRASTRUCTURE LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Parikh Parekh & Associates
Company Secretaries

Place: Mumbai
Date:

Signature:
Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN:
Peer Review No: 723/2020