Date: June 30, 2025

To
BSE Limited
Corporate Relationship Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001.

To
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.

Scrip Code: 544280

Symbol: AFCONS

Subject: Annual Report for the F.Y. 2024-25 along with Notice of 49th Annual General Meeting of the Company.

In continuation of our letter dated June 25, 2025 informing that the 49th Annual General Meeting ("**AGM**") of the Company is scheduled to be held on **Friday, July 25, 2025** at **3:00 P.M. IST** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**").

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 49th AGM and the Annual Report of the Company, including the Business Responsibility and Sustainability Report, for the Financial Year 2024-25.

Further, the Notice of the AGM and the Annual Report of the Company for the Financial Year 2024-25 is being sent through electronic mode to all those members of the Company whose email ids are registered with the Company, RTA and/or Depository Participant(s) and physical letter sent to those whose email ids are not are registered with the Company, RTA and/or Depository Participant(s).

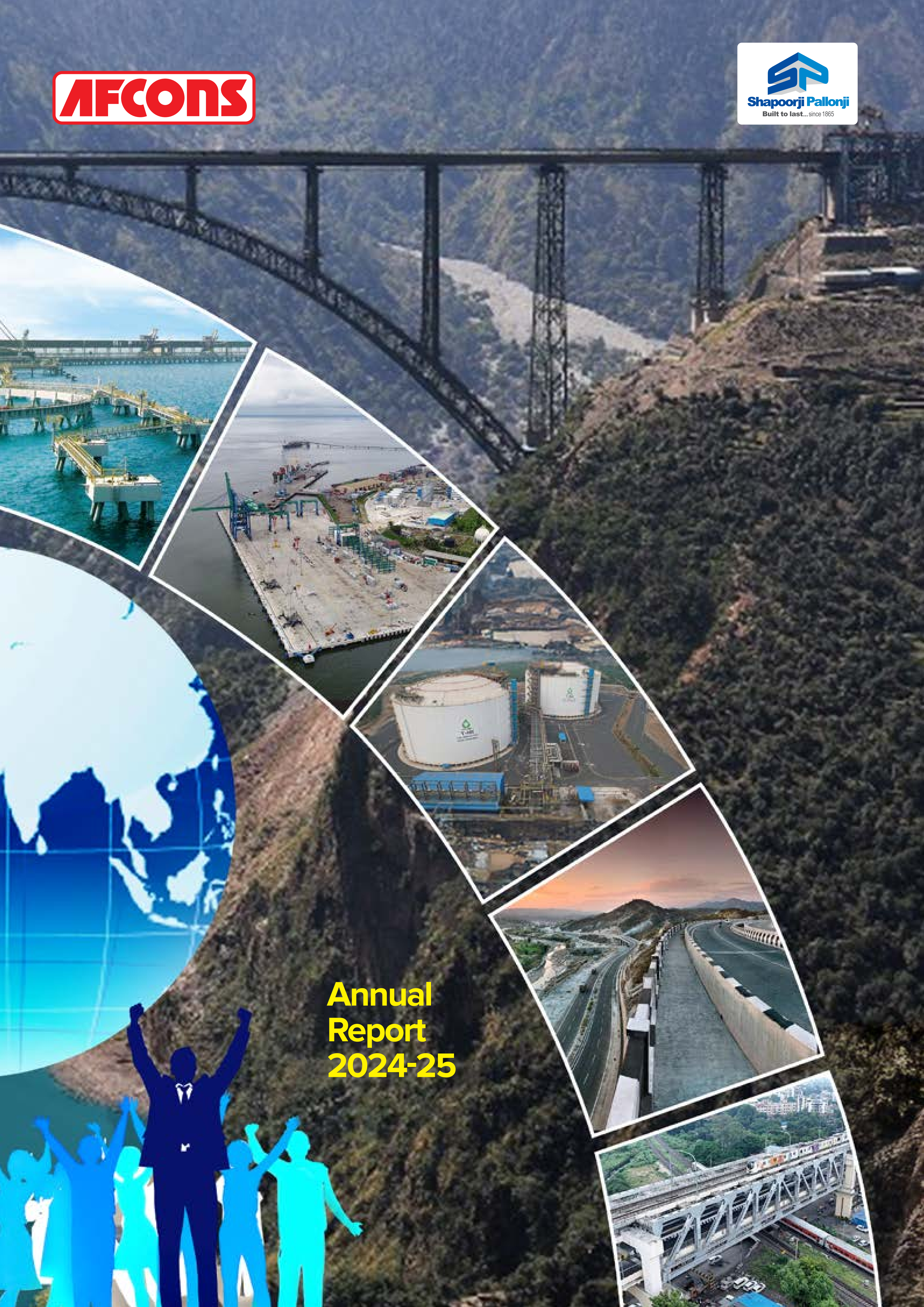
The Notice of the AGM along with the Annual Report for the financial year 2024-25 is also uploaded on the Company's website at https://www.afcons.com/en/annual-report and the website of National Securities Depository Limited at www.evoting.nsdl.com.

Thanking you,
Yours faithfully,
For Afcons Infrastructure Limited

GAURANG MAHESHCHANDRA PAREKH
Digitally signed by GAURANG MAHESHCHANDRA PAREKH
Date: 2025.06.30 17:39:03 +05'30'

Gaurang Parekh
Company Secretary and Compliance Officer
Membership No.: F8764

Encl.: As above


AFCONS
Shapoorji Pallonji
Built to last... since 1865
Annual
Report
2024-25

Mission

"To be a prominent transnational infrastructure company recognised for business innovations, focussed on total satisfaction and enhanced value creation for all its stakeholders"

Maharashtra Samruddhi Mahamarg, PKG-2

For more investor-related information, please visit

https://www.afcons.com/en/financials

Or, simply scan the QR code

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Disclaimer:

This document contains statements about expected future events and financials of Afcons Infrastructure Limited ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

About Afcons Infrastructure Limited

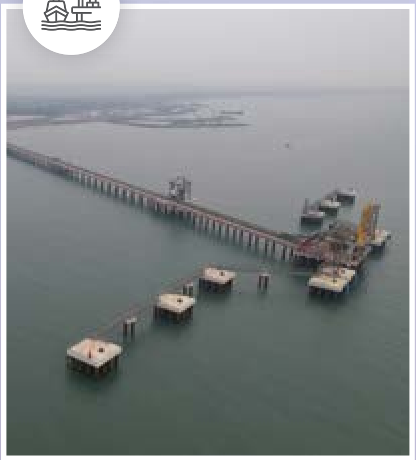
Six Decades of Extreme Engineering

Established in 1959, Afcons Infrastructure is the flagship engineering and construction company of the Shapoorji Pallonji Group. With over six decades of experience, the Company has delivered transformative infrastructure across some of the most demanding environments including undersea, underground, high-altitude, and remote locations.

Afcons has earned a reputation for tackling technically challenging projects and executing them with precision. Its capabilities span a wide range of infrastructure domains. The Company's execution strength is supported by a robust equipment base, deep in-house expertise, and a strong commitment to safety and innovation.

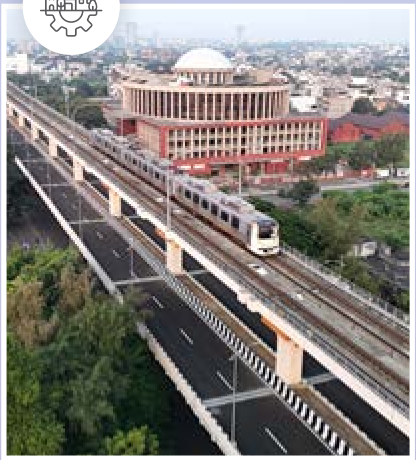
With a footprint extending across Asia, Africa, and the Middle East, Afcons is increasingly recognised as a global player. It is consistently ranked among the top marine and port contractors and the top bridge builders in the world. In recognition of its international footprint, Afcons has been designated a five-star export house by Indian trade authorities.

Business Verticals



Marine & Industrial

Surface Transport



Urban Infrastructure

Hydro & Underground

Oil & Gas

5,100+
Lane km of Roads

235
Marine Works

195+
Bridges, Flyovers and Viaducts

150+ km
Elevated & Underground Metro

65+ km
Underground Tunnel by NATM

8
LNG Tanks

47
General Civil Engineering & Industrial Structure

6
Irrigation, Water Supply and Hydro Works

60+
Overseas Projects

AFCONS

Remarkable Journey over Six Decades

With a history of 60+ years and five major infrastructure business verticals, Afcons has an established track record of executing numerous complex, challenging, and unique EPC projects both within India and internationally.

Key Milestones

1959-1987

1959
- Began operations as a partnership firm between Rodio Foundation Engineering Limited, Switzerland and Hazarat & Company, India as a civil construction firm.

1963
- Entered Marine Construction.

1974
- Expanded into overseas markets through the construction of the Jetty and Intake Structure for the Desalination Plant at Muscat (Oman).

1976
- Established as a company: Asia Foundations and Constructions Private Limited.

1979
- Entered Bridge Construction.

1987
- Won first project in Africa (Ethiopia).

1988-2007

1988
- Entered Road Construction.

1996
- Renamed as "Afcons Infrastructure Limited" due to major thrust in infrastructure related work.

1997
- Became a full fledged Public Limited Company.

2000
- Acquired by Sterling Investment Corporation Limited, a Shapoorji Pallonji Group Company.
- Entered the Elevated Metro Segment.

2005
- Entered Hydro and Rail Tunnel Segment.

2007
- Achieved total income of ₹ 1,000 crores.

2009-2020

2009
- Won first offshore oil and gas business project.
- Bagged the Atal Tunnel Project - World's longest highway tunnel above 3,000 m elevation.

2010
- Entered the Underground Metro Tunnelling Segment.

2016
- Entered the Turnkey Railway Segment.
- Entered the Irrigation Segment.

2017
- Entered the International Water Supply Segment.

2020
- Entered the Regional Rapid Rail Transit System (RRTS) segment.
- Crossed total income of ₹ 10,000 Crores.

2021-2025

2021
- Bagged Greater Male Connectivity Project - Biggest infra project in Maldives.

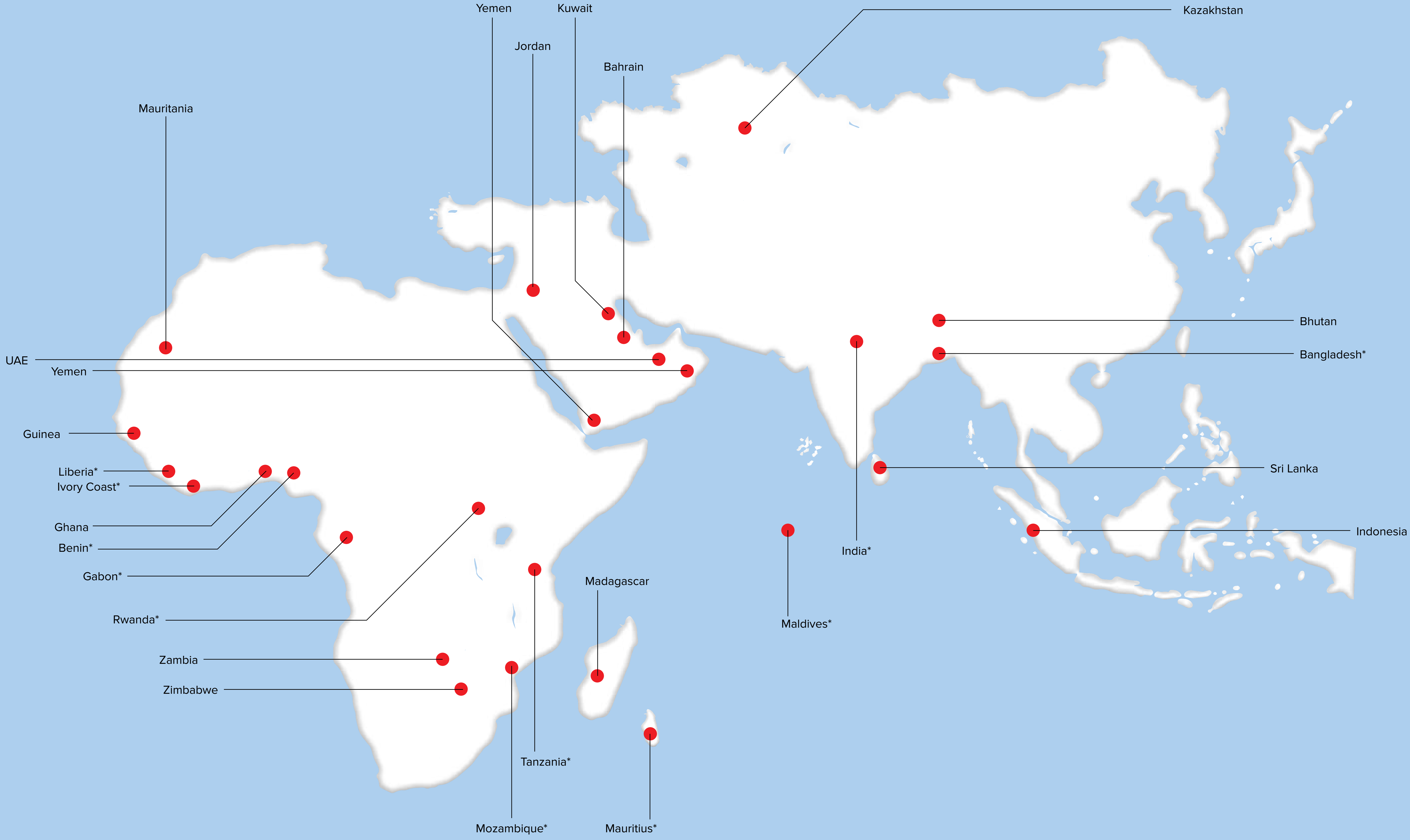
2022
- Entered the Domestic Water Supply Segment.

2023
- Won C2 Tunnel Package for Mumbai Ahmedabad High Speed Rail (MAHSR) - India's first 7 km long undersea tunnel.

2024
- Successfully listed on NSE & BSE on 4th November, 2024.

2025
- Achieved the highest ever pending order book of ₹ 36,869 Crores.
- Entered new segment of Water Supply TBM tunnels
- Inauguration of the world's highest single-arch railway bridge at Jammu Kashmir.

International Presence



* Ongoing Projects

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees cannot be held responsible for any kind of misuse or misinterpretation of any information or design thereof.

IPO launch

Afcons opened a historic chapter in its journey with the successful completion of its Initial Public Offering (IPO). The total deal size (i.e. Fresh Issue and Offer for Sale) was ₹ 8,400 Crores, and the IPO was oversubscribed by 2.77 times despite challenging market conditions and the large size of the public issue. This underscores the confidence investors have placed in the Company's capabilities and strategic vision. The IPO has substantially expanded the Company's shareholder base. From being a company solely owned by a single promoter, the Shapoorji Pallonji Group, Afcons now counts lakhs of investors among its shareholders, including marquee domestic and global institutional investors.

The listing brings fresh opportunities and further solidifies the Company's position as one of the leaders in the infrastructure sector. Beyond delivering financial returns to shareholders, the Company aspires to make every shareholder proud to be part of the Afcons family as it steps forward in strengthening its role in nation building.

Key Highlights

I

One of the largest:

The IPO set a benchmark as one of the largest fund-raises in India's infrastructure sector.

II

Highest pre-IPO fundraising:

Achieved the highest-ever pre-IPO fundraise in Indian history, reflecting strong investor confidence.

Message from the
Chairman

The Company's foundation is strong. Its diversified capabilities span marine, transportation, tunnelling, bridges, water, oil & gas, and heavy civil infrastructure.

Dear Shareholders,

As Afcons opens its next chapter as a publicly listed entity, I am filled with pride and optimism. We welcome new shareholders to the Company.

As you are aware, the Shapoorji Pallonji group is a globally diversified construction conglomerate, with a track record of delivering landmarks across the globe for more than 158 years. Afcons is a crown jewel of the Group and our flagship engineering infrastructure company.

Afcons' journey reflects purposeful growth, from its roots in India's infrastructure story to delivering and actively working on projects across 30 countries, the Company has earned the trust of all its stakeholders including customers, governments, and multilateral agencies by delivering excellence under all conditions. Now, with greater public participation, this legacy expands.

The world around us is undergoing profound shifts. Global growth is facing headwinds, yet infrastructure continues to serve as a stabilising force - enabling energy transitions, climate resilience, and economic connectivity. In this dynamic context, India's unwavering commitment to infrastructure creation stands out. The government's long-term vision and consistent capital outlays provide the platform for companies like Afcons to contribute meaningfully.

Afcons' journey reflects purposeful growth, from its roots in India's infrastructure story to delivering and actively working on projects across 30 countries.

The Company's foundation is strong. Its diversified capabilities span marine, transportation, tunnelling, bridges, water, oil & gas, and heavy civil infrastructure. It has consistently delivered complex projects in hostile terrains, from the Himalayas to Africa, under the sea and beneath cities. This is not by chance. It is the result of deep technical know-how, disciplined project execution, and a people-centric culture built over decades.

As we look ahead, our vision is clear: to scale responsibly, innovate consistently, and serve society with impact. We are investing in people, processes, and partnerships that will define the next era of growth.

To our shareholders, old and new, I offer my sincere gratitude. Thank you for your trust, your belief in our journey, and your confidence in our future.

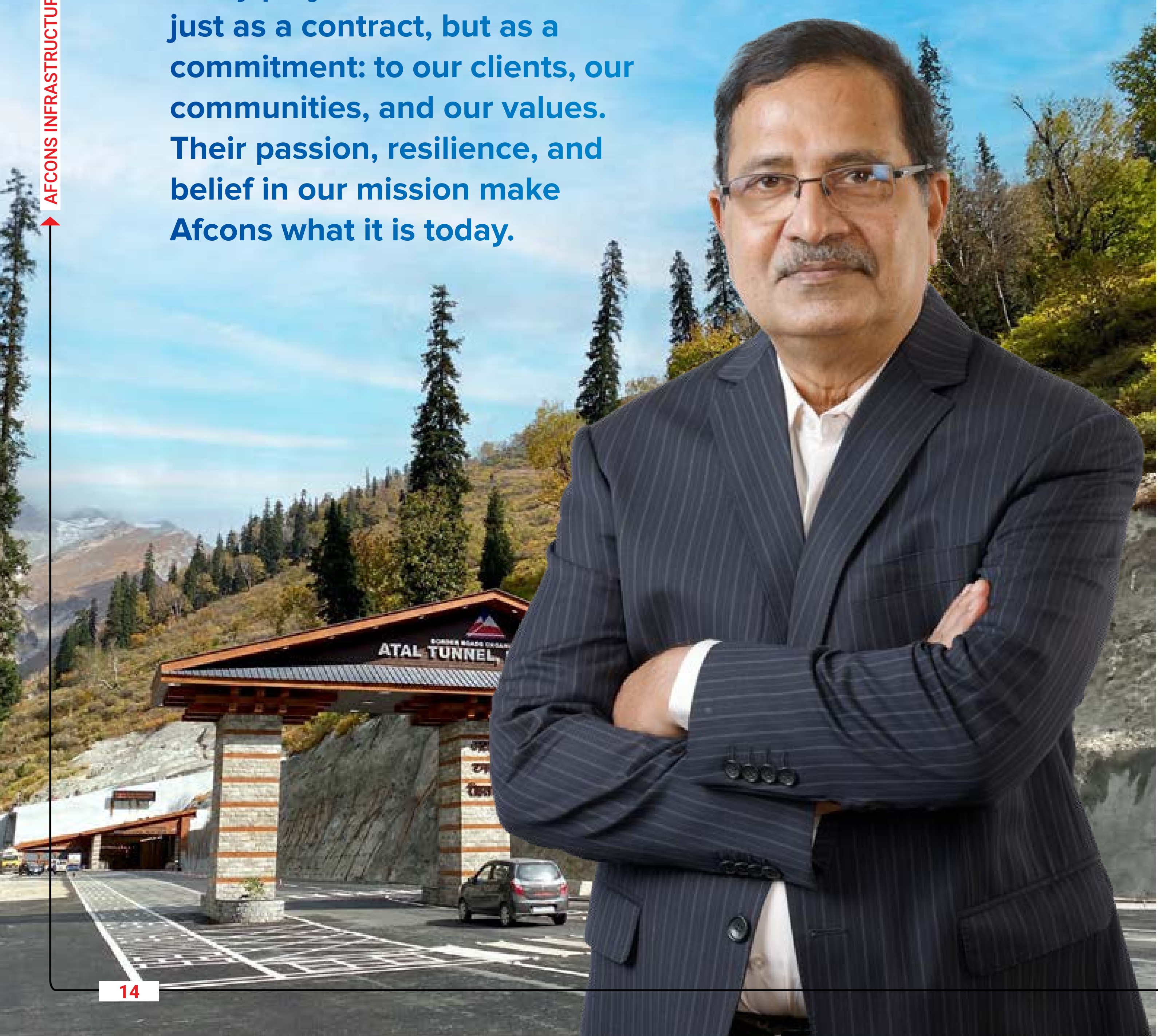
Shapoorji Pallonji Mistry

Chairman

Message from the

Executive Vice Chairman

What sets our people apart is not just skill, but ownership. Every project is seen not just as a contract, but as a commitment: to our clients, our communities, and our values. Their passion, resilience, and belief in our mission make Afcons what it is today.



Dear Shareholders,

It gives me immense pride to connect with you at this historic moment - Afcons' first year as a publicly listed company. This milestone marks the beginning of a new phase in our journey, one defined by greater responsibility, sharper discipline, and a deeper commitment to long-term value creation.

We are a resilient enterprise known for executing some of the most complex engineering projects across the world. This evolution is the result of years of deliberate strategy, disciplined execution, and an unwavering focus on technical and organisational excellence.

We operate in a sector where the only constant is challenge. Whether building marine infrastructure along the world's coastlines, tunnelling through the Himalayas, or laying tracks in Africa, complexity is woven into our day-to-day reality. Our approach to navigating this is rooted in three beliefs:

- **We take on the right challenges** - projects where our technical expertise, past experience, and engineering ingenuity can make a real difference.
- **We assess risks with rigour,** evaluating every opportunity against a set of financial, regulatory, and geopolitical variables.
- **We deploy capital with care,** balancing strategic ownership of key assets with an agile, cost-effective operational model.

This philosophy has shaped our reputation as a dependable partner in both domestic and international markets. In the last 20 years, we have delivered numerous overseas projects. Today, we continue to expand responsibly to newer regions guided by strategic partnerships, and decades of global presence.

Strong execution underpins everything we do. Our capital model is one example: we invest in core, high-impact equipment such as customised tunnel boring machines, marine vessels, and piling rigs which enable us to deliver technically demanding projects on time and to standard. Non-core assets are leased, ensuring financial agility without compromising operational readiness.

Behind this model is an organisation-wide commitment to discipline, whether in how we manage costs, mobilise resources, or learn from every project.

We have developed a deep culture of learning. At Afcons, knowledge is not an outcome, it is an asset. We are proud to have been recognised with the Most Innovative Knowledge Enterprise (MIKE) award for seven consecutive years. This reflects a deeply embedded culture where teams are encouraged to "learn before, during, and after" every project.

To institutionalise this mindset, we have developed our own innovation framework, IMPROVATION, which combines continuous learning with practical problem-solving. Our operational excellence model ensures that learnings from one site flow seamlessly across the organisation, making us collectively stronger with every project.

What sets our people apart is not just skill, but ownership. Every project is seen not just as a contract, but as a commitment: to our clients, our communities, and our values. Their passion, resilience, and belief in our mission make Afcons what it is today.

As we step into our future as a listed company, we remain grounded in our values and energised by our ambition. We will continue to build not only infrastructure, but trust. Not only scale, but impact. And we will do so with the same principles that have defined us so far: technical excellence, strategic clarity, financial discipline, and a deep respect for people and partnerships.

On behalf of the entire leadership team, I thank you for your continued trust. Together, we are not just building projects. We are building a company that endures.

Warm regards,

Subramanian Krishnamurthy

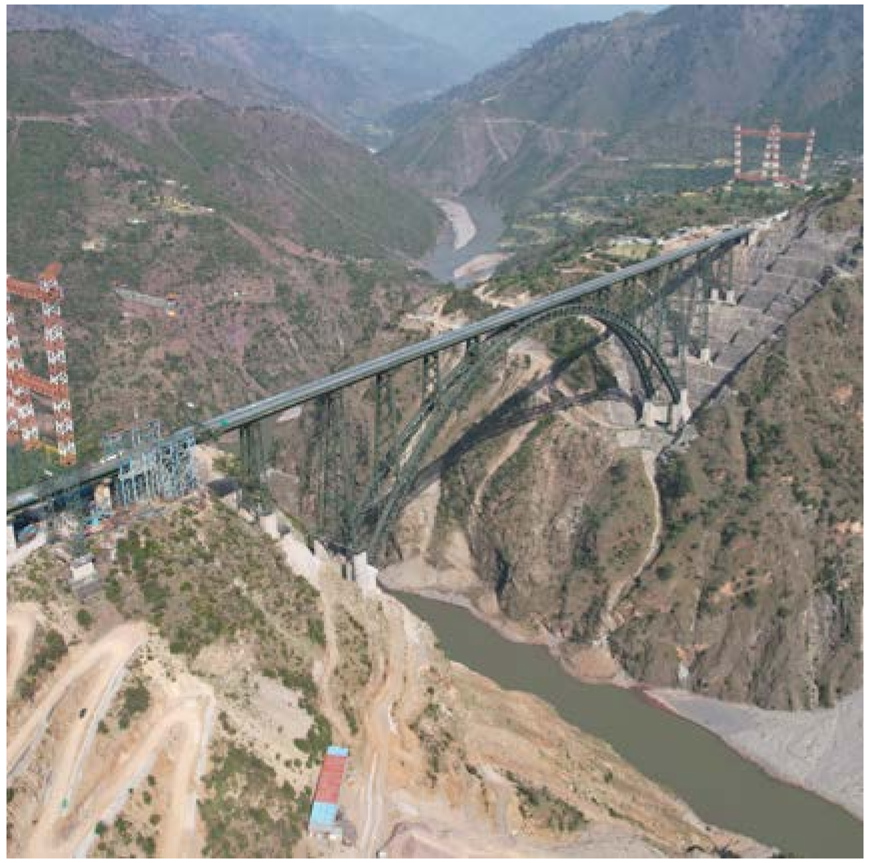
Executive Vice Chairman

Message from the

Managing Director

Our priorities are clear: continue to focus on large value complex jobs, focus on internationalisation, pursue diversified growth while maintaining a selective approach to bidding, deepen our expertise, and deliver long-term value to shareholders, clients, and employees.

Dear Shareholders,



FY 2024-25 was transformative for Afcons Infrastructure Limited, marking our evolution from a closely held engineering leader to a publicly listed infrastructure powerhouse. Our Initial Public Offering (IPO) was not just a financial milestone but a testament to decades of excellence, integrity, and trust. This pivotal moment signals our readiness for a future defined by sustainable and inclusive growth.

While the IPO was a triumph, FY 2024- 25 tested our resilience. For only the second time in a decade, we fell short of our budgeted turnover, with total income declining to ₹ 13,023 Crores from ₹ 13,647 Crores in FY 2024-25. External challenges, including payment delays in Jal Jeevan Mission projects, political instability in Bangladesh, and slower conversion of bids to contracts, impacted our topline growth. Yet, through disciplined financial management and operational efficiency, we emerged stronger. Our EBITDA grew 5% to ₹ 1,662 Crores, with margins improving by 120 basis points to 12.8%. Profit after tax rose 8% to ₹ 487 Crores, and we reduced gross debt to ₹ 2,236 Crores, lowering our debt-to-equity ratio from 0.68 to 0.42. These results underscore our commitment to balancing growth with financial prudence.

₹ 1,662 Crores

EBITDA

₹ 2,236 Crores

Reduced Gross Debt

₹ 487 Crores

Profit After Tax

All figures on consolidated basis

Our ability to deliver under pressure earned significant recognition. CRISIL has assigned our long-term rating to AA- (Stable) and reaffirmed our A1+ short-term rating. Inclusion in the MSCI India Domestic Small Cap Index, Nifty 500, and Nifty Small Cap 250 highlighted our growing relevance in capital markets. Globally, Afcons remains a leader, ranked among the top 14 marine and port contractors, top 12 in bridge construction, top 12 in aqueduct sector, top 38 in water supply and top 45 in global transportation sector. Additionally our status as a five-star export house further reinforces our reputation for excellence.

Looking ahead, our pending order book of ₹ 36,869 Crores as on 31st March, 2025 signals a healthy medium term revenue visibility. These projects span across urban tunnelling, high-speed railways, marine infrastructure, water, bridges, elevated metros, oil & gas and hydropower projects in South Asia, Africa, and the Middle East. Nearly 60% of our unexecuted order book comprises of green business, as per the FTSE Green Revenues Classification System 2.0. These initiatives reflect our commitment to sustainable infrastructure aligned with global environmental and social priorities.

As we move into FY 2025-26 and beyond, our priorities are clear: continue to focus on large value complex jobs, focus on internationalisation, pursue diversified growth while maintaining a selective approach to bidding, deepen our expertise, and deliver long-term value to shareholders, clients, and all stakeholders.

I am deeply grateful to our employees for bringing our values to life, our clients for entrusting us with nation-building projects, and our investors for believing in our vision. Together, let us build a future that is sustainable, inclusive, and impactful.

Srinivasan Paramasivan

Managing Director

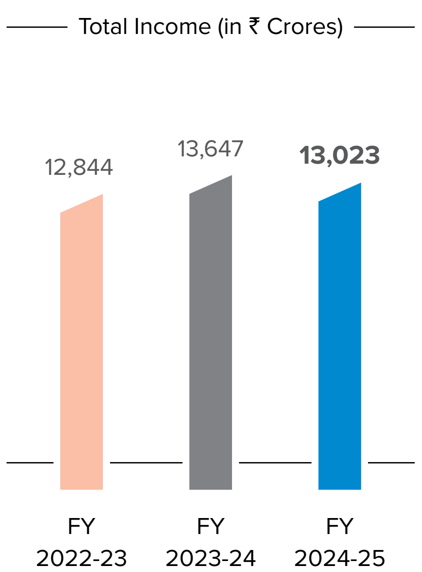
Financial Highlights

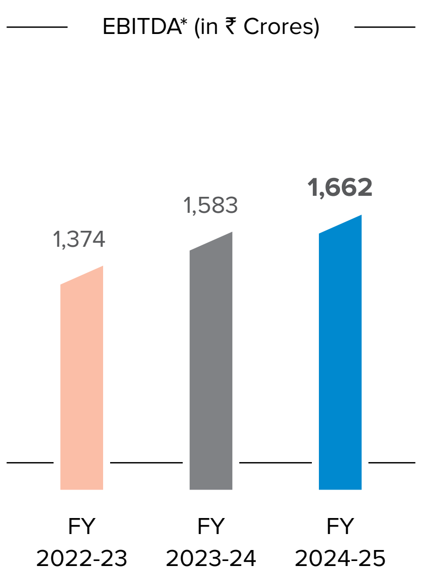
Performance at a

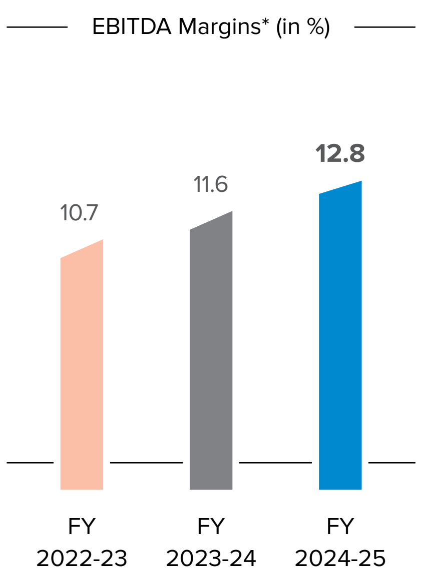
Glance

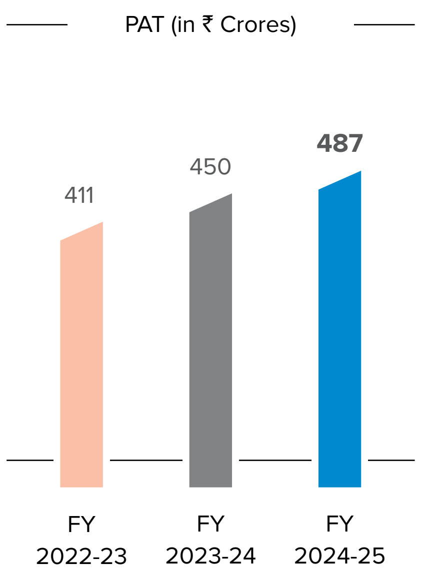
In an industry known for its ups and downs, Afcons stands out as one of the few companies that have consistently achieved steady growth with strong profitability metrics over the years.

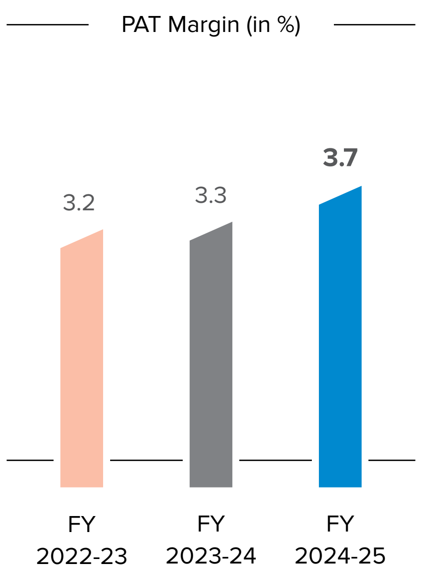
Consolidated Financial Highlights

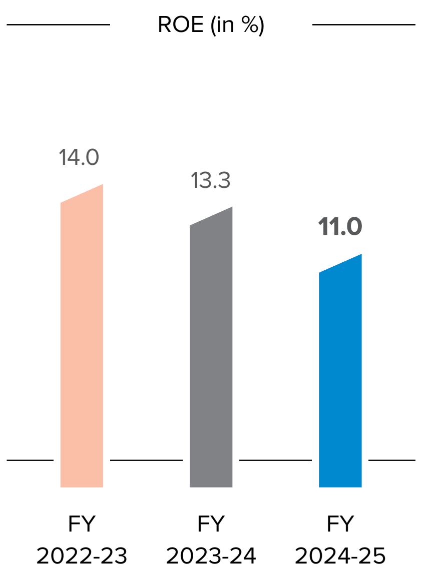




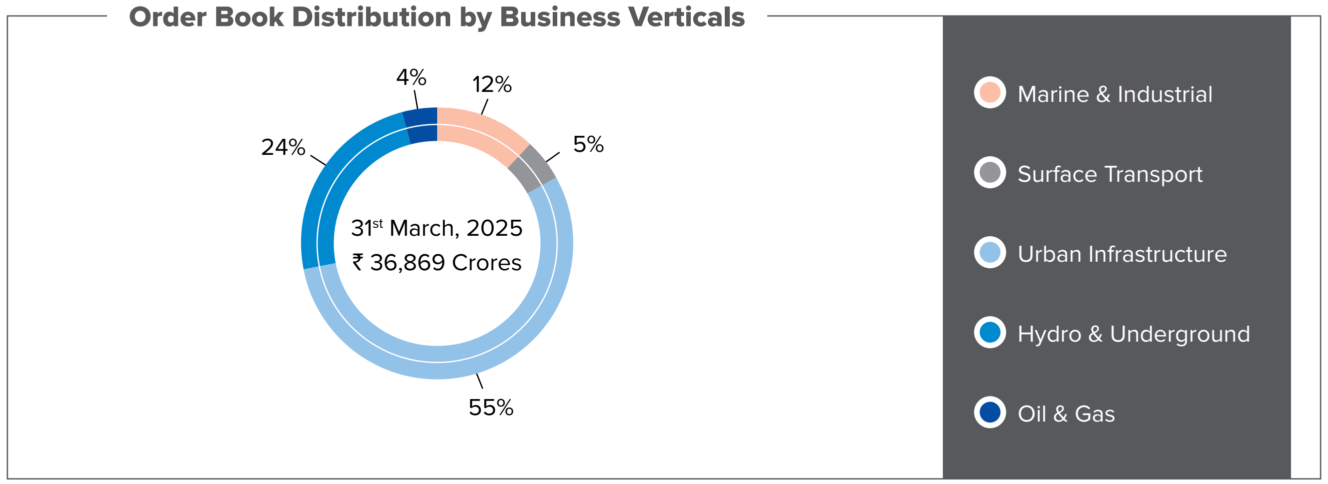


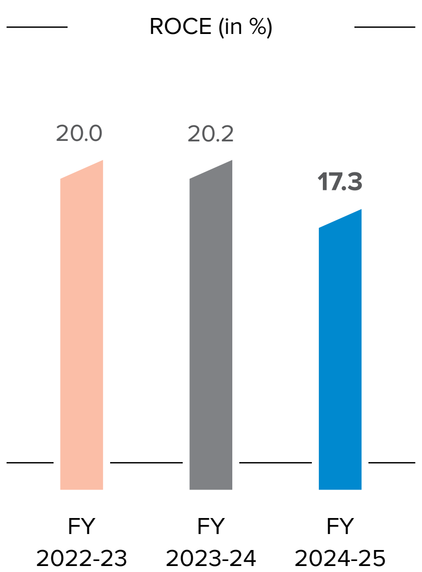


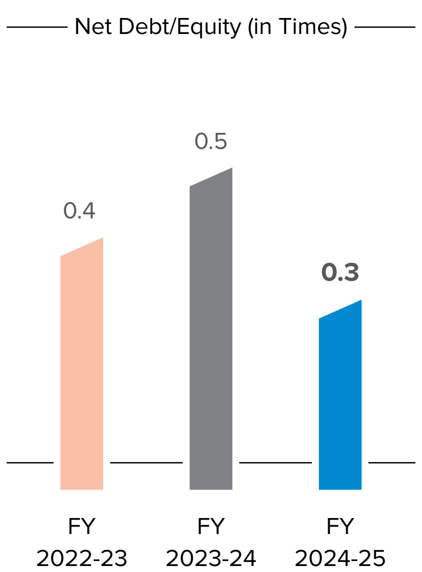


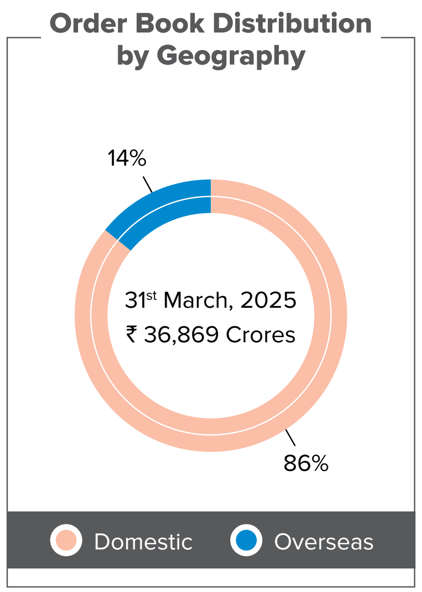


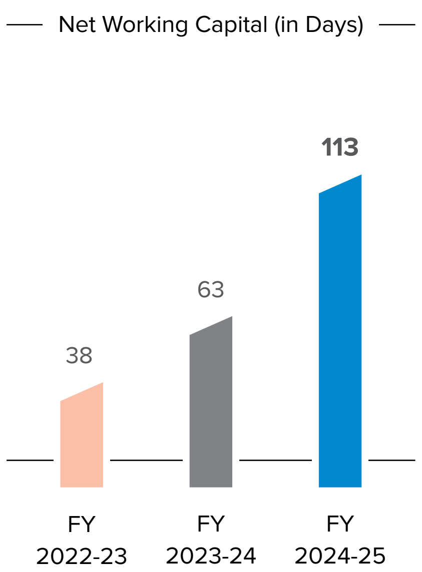
Note: *Components of finance cost like Bank charges and commission, redemption premium on borrowing etc. is added to other expenses & deducted from finance cost, thereby adjusting the calculation of EBITDA & EBITDA Margins

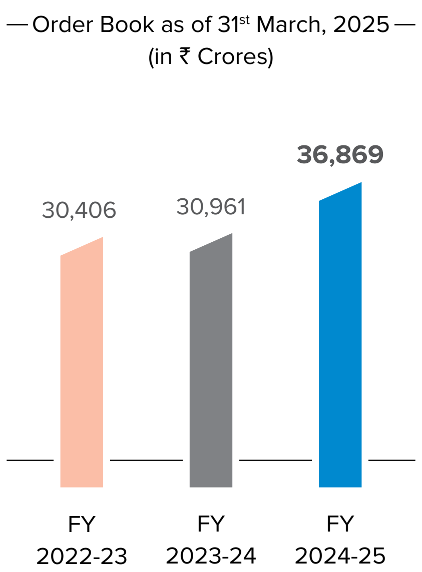


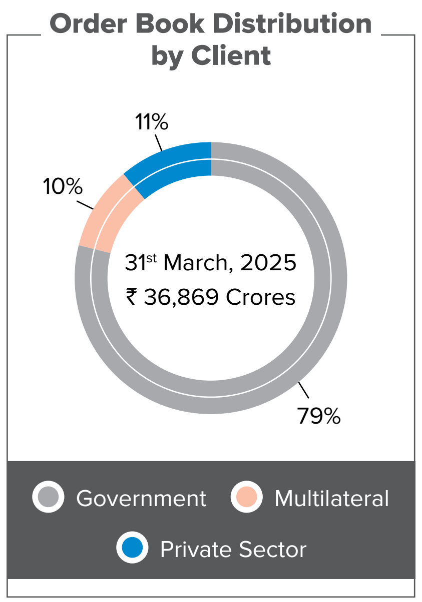








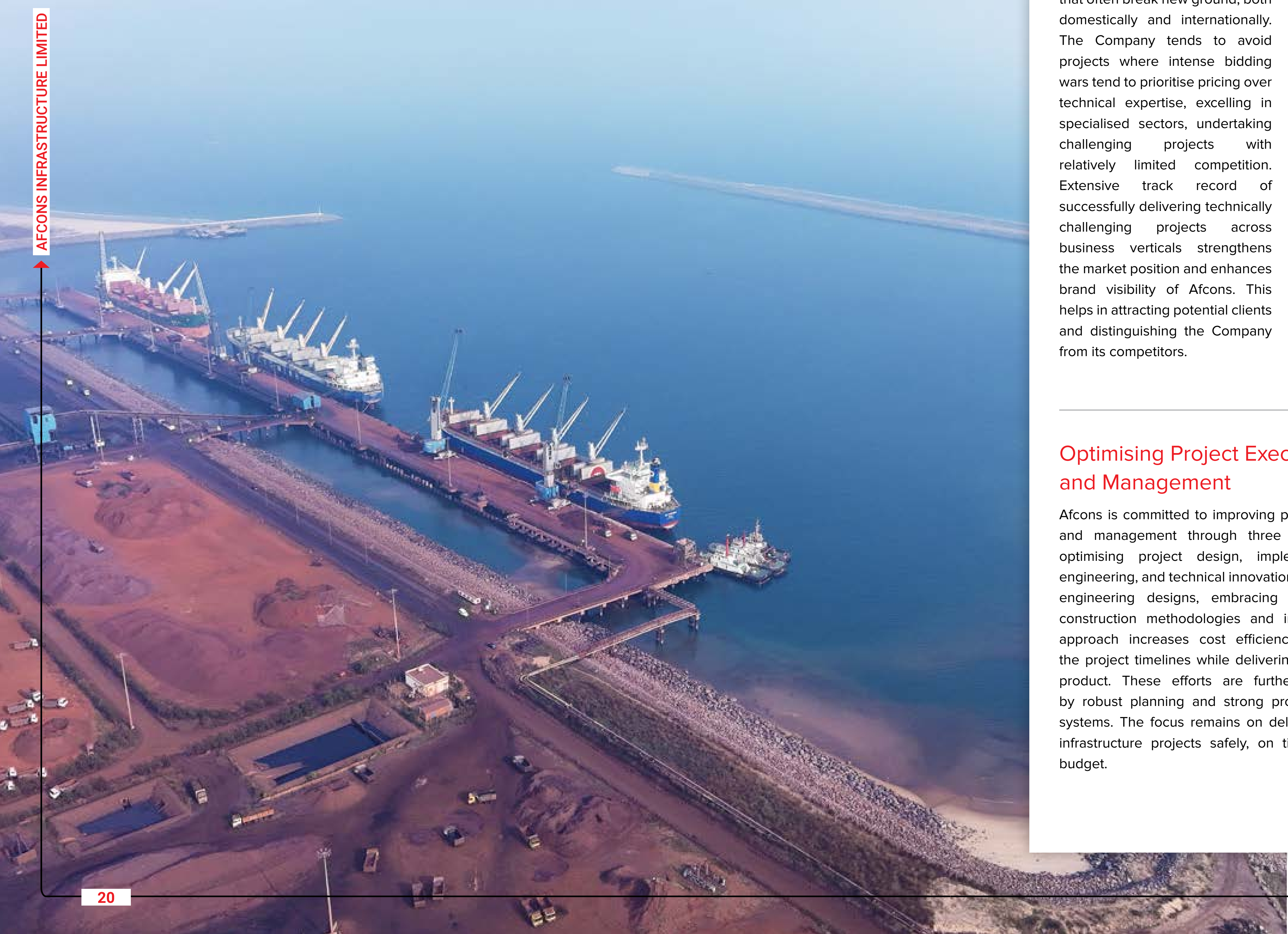




Strategies

Strategy at a Glance

To achieve sustainable profitable growth and maintain a competitive edge, the Company focusses on strategic initiatives that enhance efficiency, strengthen capabilities, and expand its presence in key markets. These initiatives are all about driving profits while ensuring value that lasts for the long haul.



Targeting High-Value and Complex Projects

Afcons is committed to selectively targeting large value and technologically complex projects that align with the Company's robust project selection and risk management framework. The Company focusses on large-scale, high-value, and complex projects that often break new ground, both domestically and internationally. The Company tends to avoid projects where intense bidding wars tend to prioritise pricing over technical expertise, excelling in specialised sectors, undertaking challenging projects with relatively limited competition. Extensive track record of successfully delivering technically challenging projects across business verticals strengthens the market position and enhances brand visibility of Afcons. This helps in attracting potential clients and distinguishing the Company from its competitors.

Focussing on Existing Markets and Expanding Overseas

Afcons remains committed to identifying new avenues for growth and diversifying its revenue streams. The Company is enhancing its presence in existing markets and expanding internationally, capitalising on emerging opportunities both in India and across developing nations. This approach enables the Company to capitalise growth trends in India and select targeted overseas markets thereby broadening revenue base and mitigating risks associated with dependency on specific market. With an experience of having delivered and executing projects in 30 countries and a track record of successful project delivery, the Company is focussed on expanding its client base in India, East and West Africa, South Asia, and Southeast Asia, while also exploring new markets in Eastern Europe, Eurasia, and the Middle East.

Ensuring Cost Management

Afcons maintains a sharp focus on cost control through an 'asset-right' approach, prudent working capital management, and accurate project pricing. The Company enforces strong financial discipline to ensure smooth cash flow, timely payments, and cost efficiency through favourable contract terms, optimised procurement, and operational improvements. Leveraging data analytics, predictive modelling, and real-time tracking, the Company continuously fine-tunes pricing and resource planning.

Optimising Project Execution and Management

Afcons is committed to improving project execution and management through three key strategies: optimising project design, implementing value engineering, and technical innovations. By perfecting engineering designs, embracing industry-leading construction methodologies and innovations, this approach increases cost efficiency and reduces the project timelines while delivering a high quality product. These efforts are further strengthened by robust planning and strong project monitoring systems. The focus remains on delivering complex infrastructure projects safely, on time, and within budget.

Strengthening Workforce and Equipment Base

The Company focusses on growing its talent pool to enhance project execution capabilities and ensure the highest standards of delivery. Afcons actively invests in employee upskilling through technical training, leadership development programmes, and certifications, ensuring its workforce remains competitive in a rapidly evolving industry. Alongside this, the Company maintains a core fleet of heavy machinery and specialised equipment, ensuring operational efficiency and cost control, while optimising resource allocation by leasing non-core equipment when necessary. Additionally, it collaborates with a diverse and reliable network of sub-contractors, allowing for flexible resource scaling as needed.

Project Snapshot

Projects that Define

Excellence Worldwide

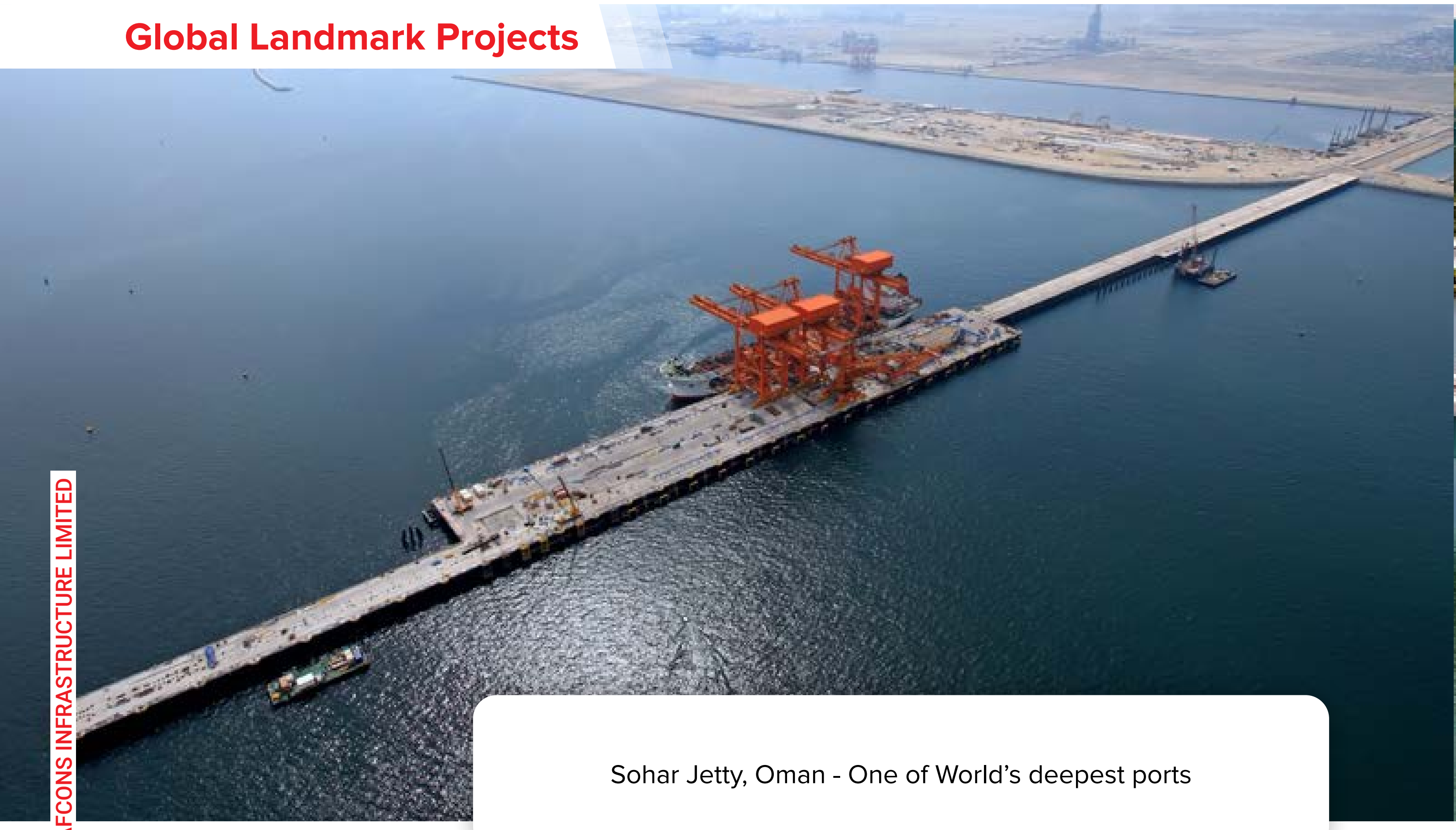
Afcons takes immense pride in transforming ambitious ideas into reality through its expertise in extreme engineering and construction.

Global Landmark Projects
Page No. 24

Iconic Indian Projects
Page No. 26

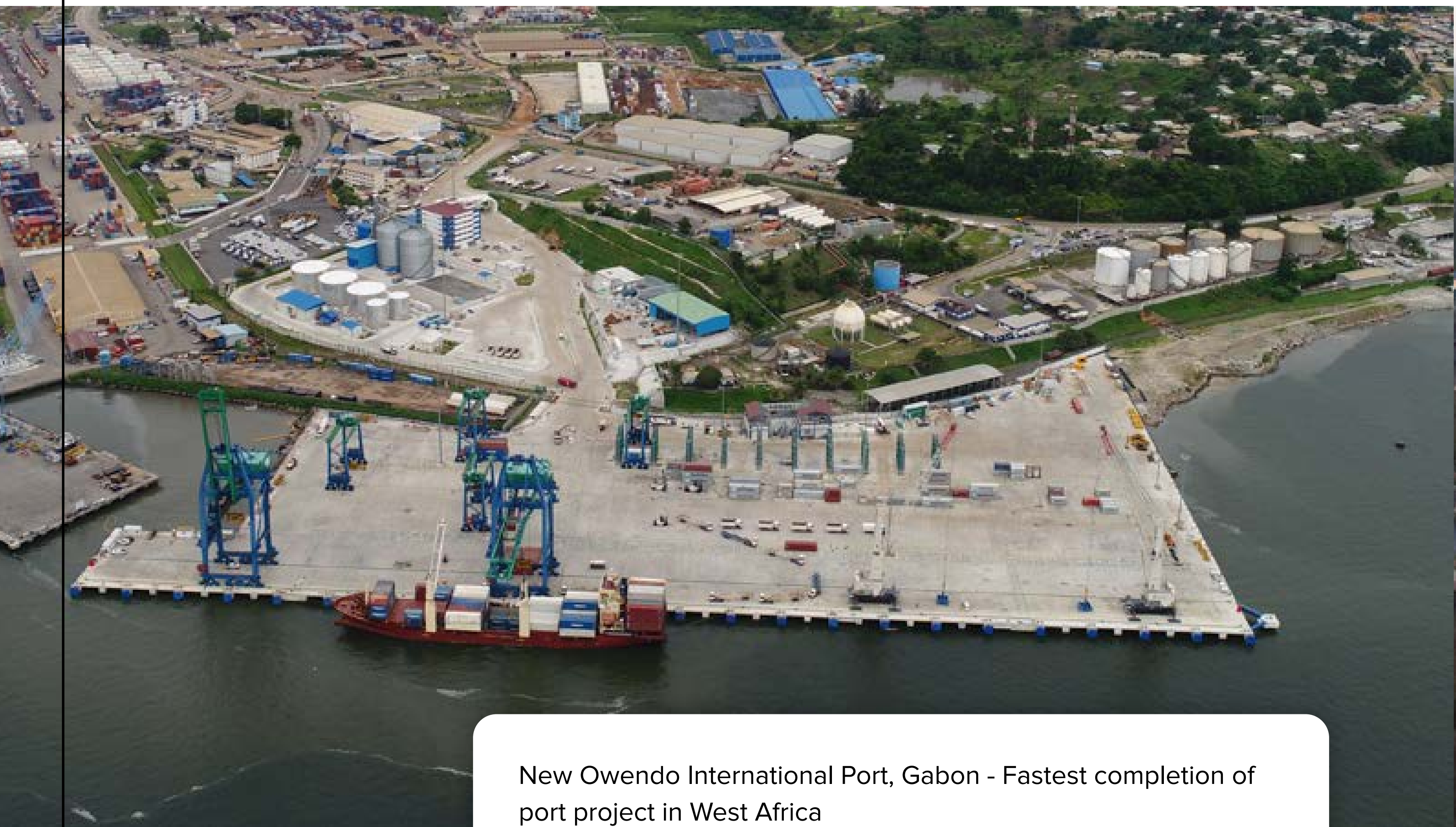
Ongoing Projects
Page No. 32

Global Landmark Projects



Sohar Jetty, Oman - One of World's deepest ports

Tema-Mpakadan Railway Project, Ghana - Ghana's largest railway project and the longest railway bridge in the country; First Bridge in Africa with raker pile foundations



New Owendo International Port, Gabon - Fastest completion of port project in West Africa

Lusaka City Decongestion Project, Zambia - First city decongestion project in Africa

Iconic Indian Projects

Chenab Railway Bridge, J&K - World's tallest single-arch railway bridge

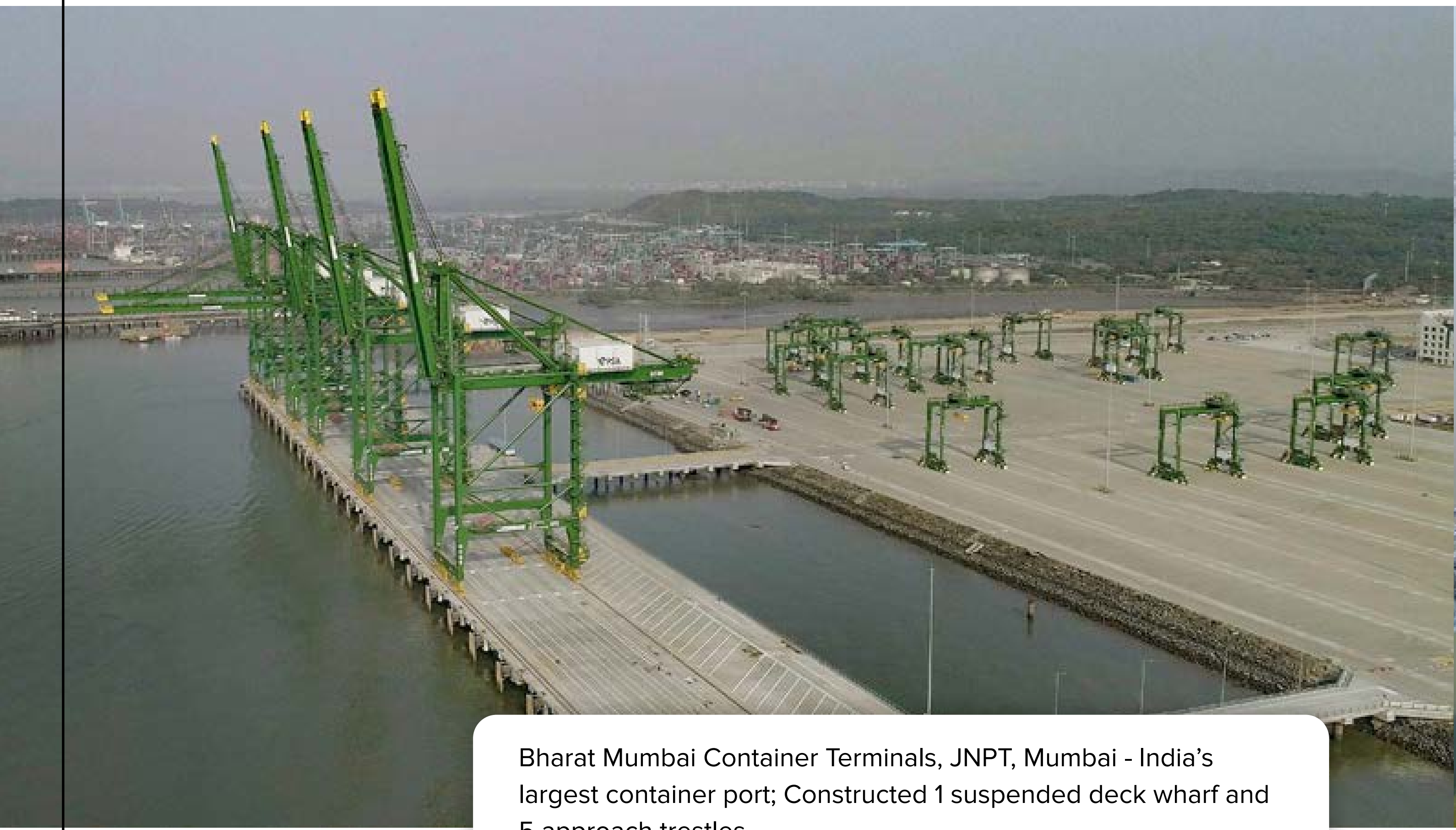
Atal Tunnel, Himachal Pradesh - World's longest highway tunnel 3,000m above sea level

Annaram Barrage, Telangana - Part of World's largest multi-stage lift irrigation project

East-West Metro, Kolkata, West Bengal - India's 1st underwater tunnel; Howrah metro station is India's deepest metro station

Chennai Metro, Tamil Nadu - One of India's largest underground metro stations

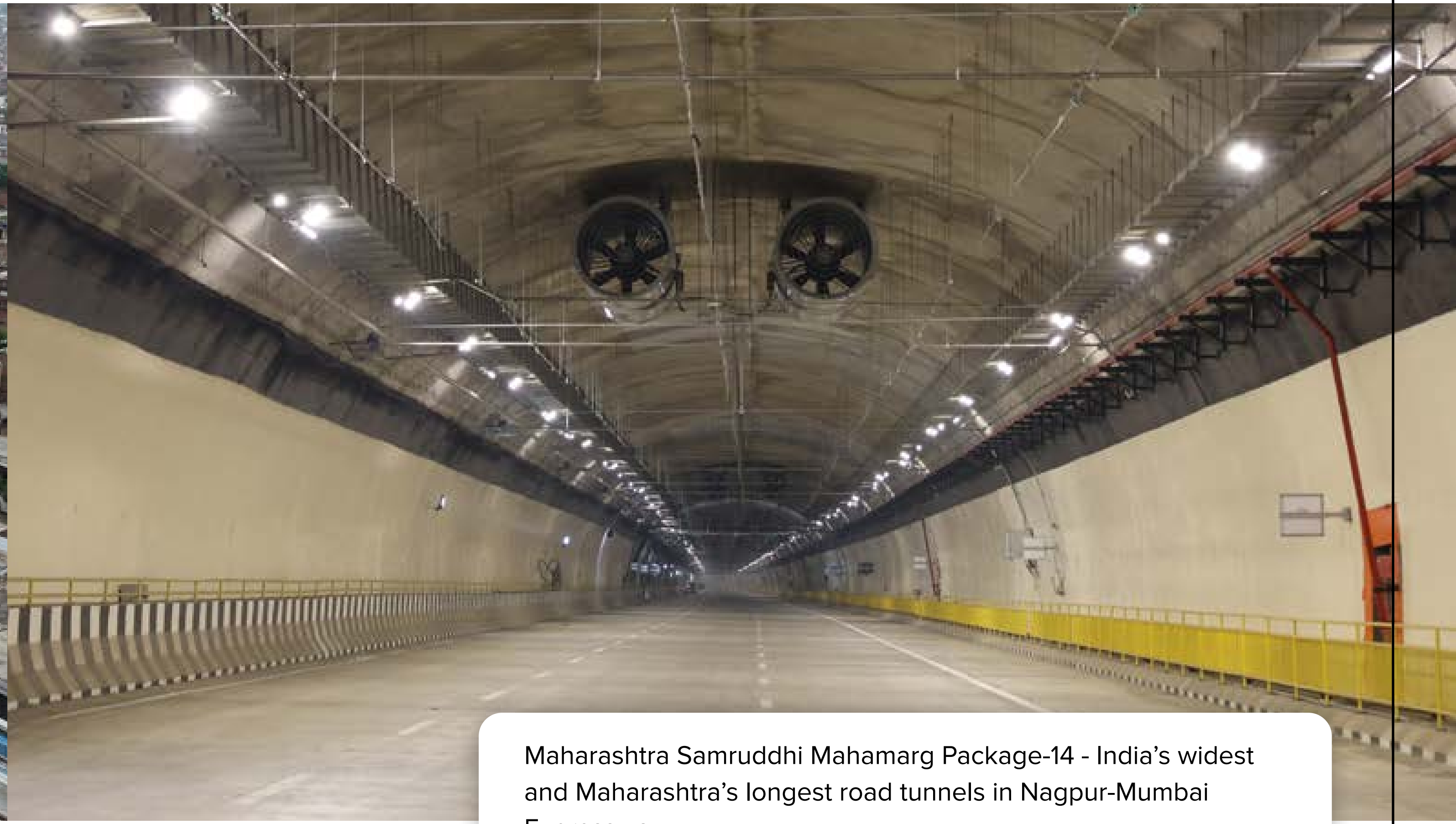
Nagpur Metro, Maharashtra - India's 1st four-layer transportation system at Gaddigodam Railway Crossing



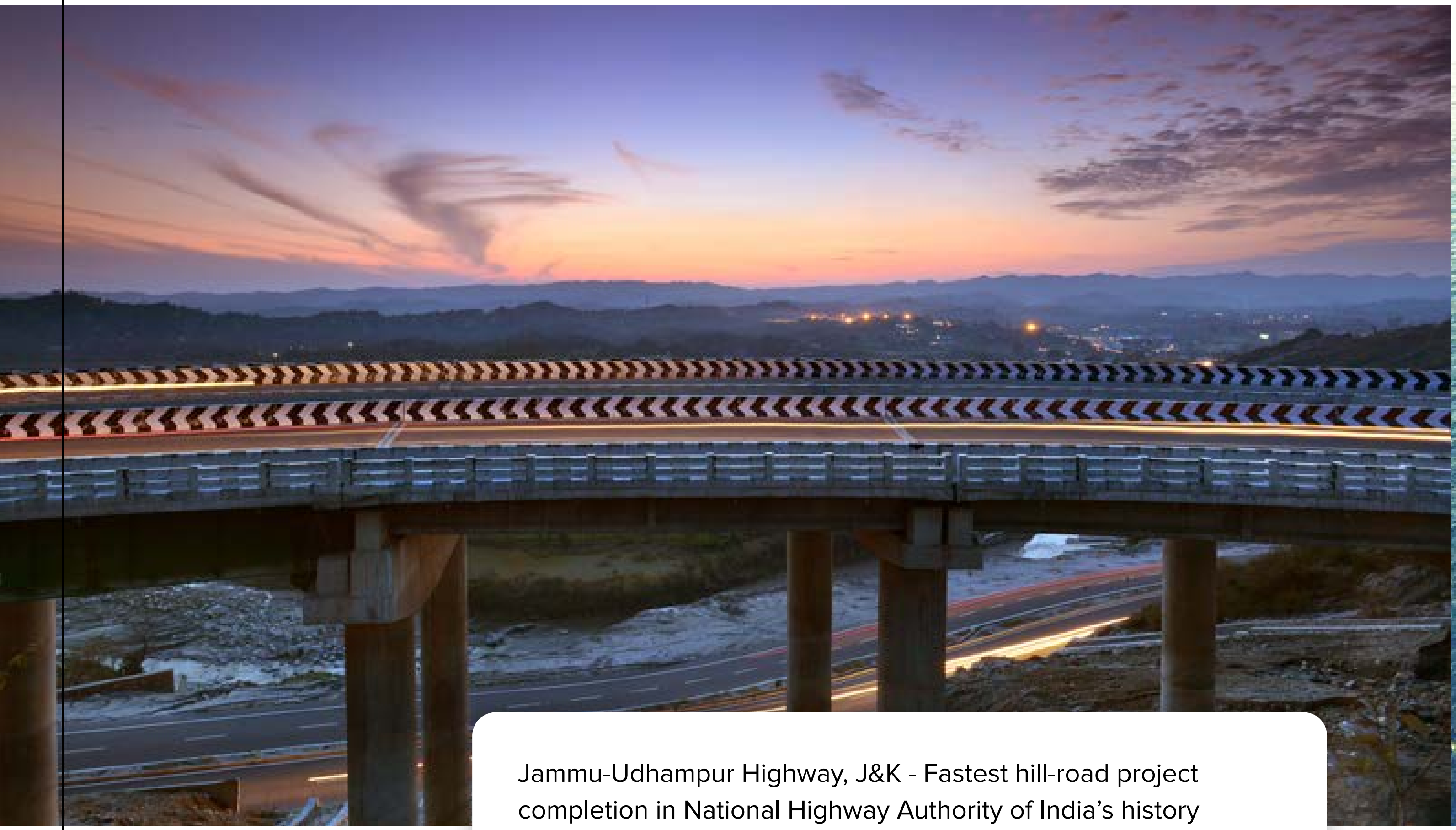
Bharat Mumbai Container Terminals, JNPT, Mumbai - India's largest container port; Constructed 1 suspended deck wharf and 5 approach trestles

Mahatma Gandhi Setu, Bihar - 1st time in India – Replaced existing concrete superstructure with new steel superstructure

Kanpur Metro, Uttar Pradesh - Constructed in record time of less than 2 years despite the Covid-19 pandemic



Maharashtra Samruddhi Mahamarg Package-14 - India's widest and Maharashtra's longest road tunnels in Nagpur-Mumbai Expressway

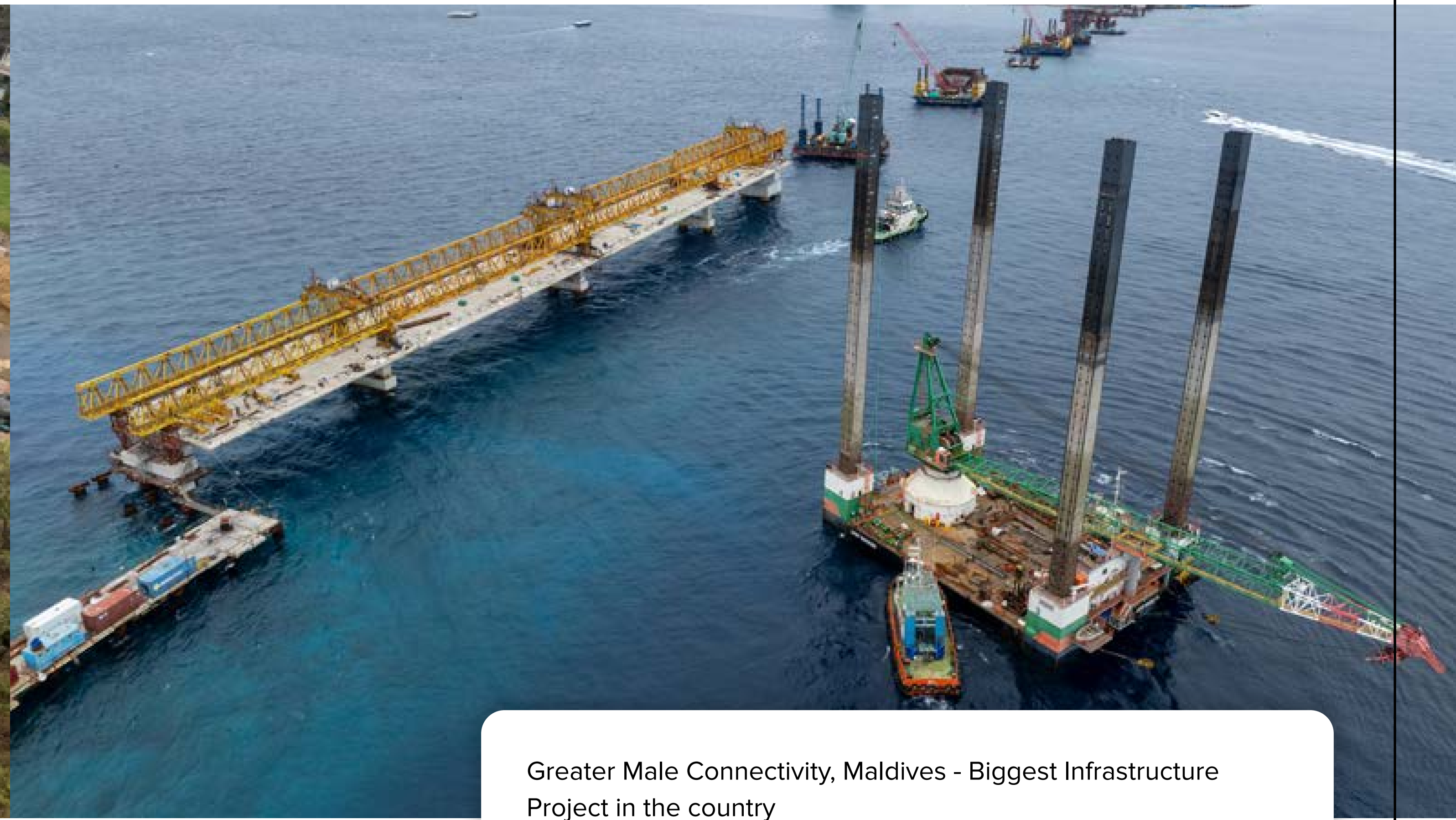


Jammu-Udhampur Highway, J&K - Fastest hill-road project completion in National Highway Authority of India's history

Heera Redevelopment Process Platform, Mumbai High -
1st Indian EPC contractor to install an offshore process platform using floatover technology

Ongoing Projects

Mumbai–Ahmedabad High Speed Rail, C-2 Package, Maharashtra – First Undersea Rail Tunnel in India



Greater Male Connectivity, Maldives - Biggest Infrastructure Project in the country

Delhi – Meerut Regional Rapid Transit System

Bangalore Metro Rail Project

Delhi Metro Phase IV

Pandoh – Takoli Road Tunnel Project, Himachal Pradesh

Crude Oil Terminal at Mundra

Mumbai Pune Expressway Project – Missing Link

Equipment Base

Competitive Edge Through

Strategic Equipment Fleet

Afcons operates in some of the most complex construction environments across the world. A key enabler of its execution capability is a strategic fleet of equipment. This fleet includes one of India's largest inventories of customised tunnel boring machines, alongside specialised assets for marine, rail, and hydro projects.

The Company's equipment strength is backed by workshops in Delhi and Nagpur.

East-West Metro, Kolkata

14 Marine Barges

17 Tunnel Boring Machines (TBMs) +3 Pending Delivery

8 Large-capacity Jack ups (200–750 tonne)

24 Jumbo Drills

153 Cranes

Knowledge Management

Knowledge that
Powers Progress

Afcons views knowledge as one of the key enablers of operational excellence. Through structured knowledge management processes and a culture of continuous learning, the Company continues to evolve as a resilient, innovation-led organisation, equipped to meet the evolving demands of infrastructure construction.

Afcons has been honoured with the prestigious MIKE Award for seven consecutive years—from 2018 to 2024 in Global and Indian categories, by the International MIKE Study Group, a global consortium of knowledge management experts. It remains the only Indian infrastructure company to receive this recognition, underscoring its sustained commitment to institutionalising knowledge and harnessing it as a driver of transformation.

The Company's knowledge architecture comprises digital libraries, structured knowledge capture and transfer mechanisms, activity-based learning modules, and regular workshops.

Afcons has a Chief Knowledge Officer, reflecting its long-term vision to build and retain intellectual capital. In 2023, the Company furthered this commitment by launching the Afcons Talent Management Academy to enhance technical and leadership capabilities and embed a structured learning culture across the organisation.

As infrastructure challenges grow more complex, Afcons' deep investment in knowledge and capability development remains one of the central drivers in delivering engineering excellence across diverse geographies and conditions.

Most Innovative Knowledge Enterprise MIKE Global

Afcons is the only Indian infra company to win the MIKE award.

2,60,415
Total Employee Hours of Training in FY 2024-25

8.4
Total Workforce Days of Training per Employee in FY 2024-25

Knowledge through Every Project Phase

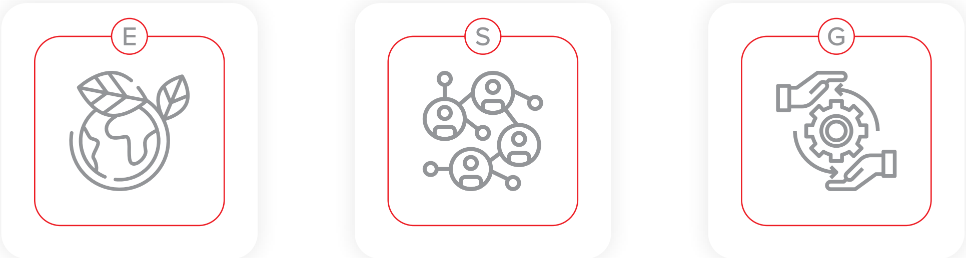
Afcons follows a "Learn Before", "Learn During" and "Learn After" framework, which acts a pivot around which its knowledge processes are embedded into the project lifecycle.

AFCONS-GNOSIS

Learn Before	Learn During	Learn After
Project Life Cycle		
Project Start	**Project Execution**	**Project Completion**
Kick-off Workshop	Activity Lessons Learned	Project Completion
Activity-based Classroom	Lean Construction	Project Documents
E-Learning	Classroom @Site	Project Lessons Learned
External Trainings	Process Videos	Project Completion Report
	Project Videos	
	Expert Podcast	
	Case Studies	

ESG

Environment, Social and Governance



Sustainability overview

Afcons is committed to becoming a global leader in infrastructure engineering and construction, focussing on innovation, customer centricity, and stakeholder value. To advance its sustainability goals, the Company has also developed and refined the essential tools, systems, and processes necessary to enhance its sustainability performance over time.

The Company is deeply committed to ESG principles, and this commitment is reflected in the rigorous standards and practices it has implemented to integrate sustainability into every aspect of its operations.

Key Sustainability Highlights – FY 2024-25

Expanded the role of CSR Committee, renaming it the Corporate Social Responsibility and Sustainability Committee ("CSSR Committee")

Adopted two major policies- Sustainability Policy and Value Chain Partners CoC, approved by the Board

Conducted Materiality Assessment

Environment

Moves that

Protect the Planet

Afcons takes pride in its commitment to environmental sustainability. The Company integrates eco-friendly practices across all projects, focusing on minimising impact, conserving resources, and promoting sustainable growth. With operations spanning various regions, the Company is dedicated to creating a positive, lasting impact on the environment, ensuring a greener future for generations to come. Its employees share this pride, actively contributing to preserving the planet for the future.

Green Business Portfolio

Green business comprises a significant portion of the Company's offerings, involving the creation of sustainable infrastructure. Based on the FTSE Green Revenues Classification System 2.0 (GRCS 2.0)*, which is aligned with the EU Taxonomy to map revenues from products and services that benefit the environment, our green business is comprised of the following segments:

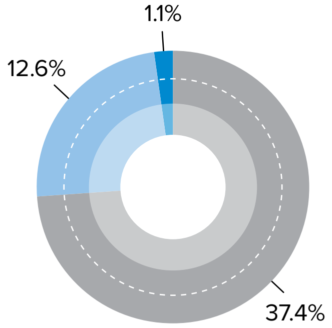
I **Renewable Energy Infrastructure**
including construction related to hydroelectric power plants.

II **Clean Mobility**
encompassing infrastructure development for metro rail systems, high-speed railways, bridges, embankments, and related works.

III **Water Resilience Systems**
including the construction of rural water supply systems.

In FY 2024–25, 51.1% of the Company's revenue is attributable to these green initiatives, with the distribution detailed as under.

Green Business Revenue Distribution-FY 2024-25



Note: *While Afcons is not listed on the London Stock Exchange Group (LSEG), the Company has proactively adopted the GRCS 2.0 framework from the FTSE index to enhance the transparency, consistency, and credibility of its sustainability disclosures. Globally accepted FTSE Green Revenues Classification System is a taxonomy used to define and measure industrial transition to a Green Economy. It captures environmental products and services covering 10 green sectors, 64 subsectors and 133 micro sectors; https://www.lseg.com/en/ftse-russell/green-revenues-data-model

Key Environment Highlights–FY 2024-25

14,04,296 GJ
Total Energy Consumption

74,566 MT
Total Waste Generated

20,88,489 KL
Total Water Withdrawal

19.5%
Water Recycled for Reuse

2,44,139 $MTCO_2e$
Total Scope 1 Emissions

37,760 $MTCO_2e$
Total Scope 2 Emissions

Intensity Highlights–FY 2024-25

24% Reduction*
Energy Intensity / ₹ Turnover

~14% Reduction*
Water Intensity / ₹ Turnover

23% Reduction*
Emissions Intensity / ₹ Turnover

~23% Reduction*
Waste Intensity₹ Turnover

*Compared to FY 2023-24.

Key Environment Initiatives

- Greenbelt Development work using treated water for tree plantation, landscaping, etc.
- Use of specialised chemical admixtures to reduce water requirement for producing concrete.
- Use of Fly Ash & GGBS to replace OPC Cement results in reduced carbon footprint of concrete.
- Dust Suppression across construction sites, to maintain environment-friendly operation.
- VFDs in electrical installations for energy reduction

Social

Empowering People,
Strengthening Communities

Afcons is committed to building an inclusive and empowering workplace that fosters individual growth, well-being, and shared purpose. The Company invests in holistic development through structured training, career development programmes addressing physical, mental, emotional, and spiritual well-being.

Engaging Employees Beyond Work

Beyond formal training, the Company remains committed to building a workplace that is safe, healthy, and engaging. Across sites and offices, numerous initiatives including medical camps, safety workshops, cultural celebrations, and knowledge-sharing forums have helped create a vibrant and connected work environment. These efforts nurture team spirit, improve well-being, and reinforce a shared sense of identity. The Company believes such an environment is key to sustaining the energy and resilience that define Afcons.



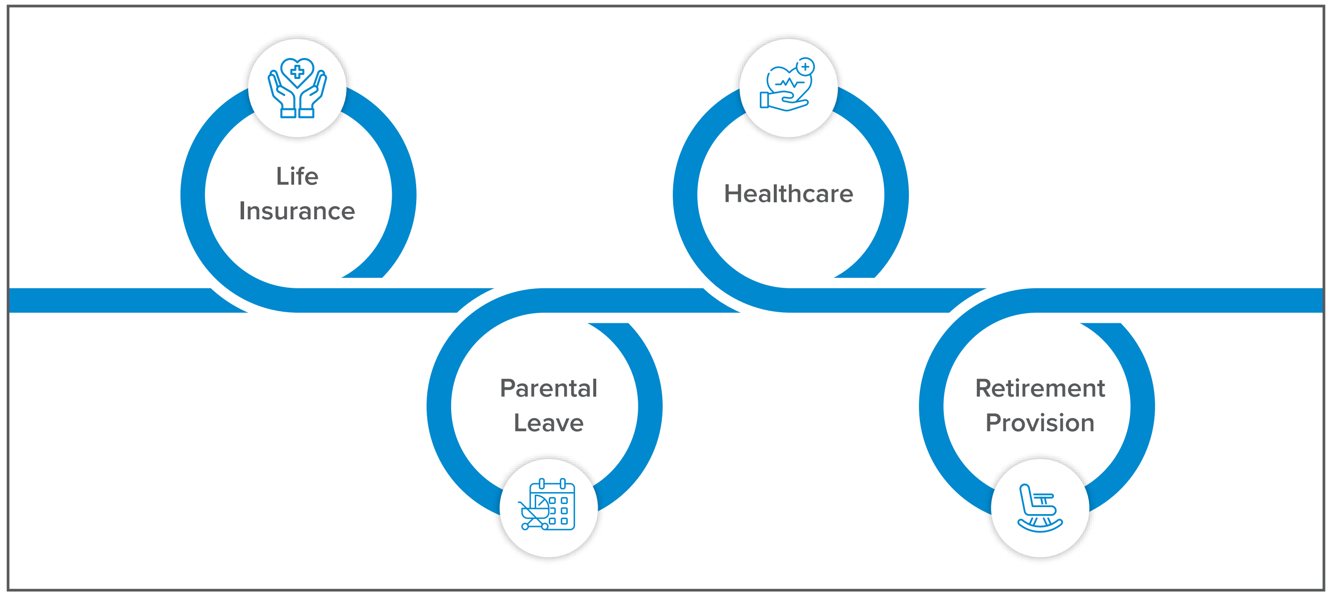






Employee Well-being

Afcons places a strong emphasis on the welfare and well-being of its employees. The Company believes that a healthy and secure workforce is vital for sustained overall success, and offer various schemes aimed at achieving the same.



Industry-best Safety Practices at Afcons

Afcons is committed to globally accepted best practices in Health, Safety and Environment management. To this end, the Company has a comprehensive Health, Safety and Environment Management system in place, aimed at ensuring a safe work place providing necessary conditions for a well trained and safety conscious workforce.

I

AfconSafe App

Enables real-time hazard identification and facilitates knowledge sharing across project sites.

II

NSRS Rating System (NSC)

Implemented to benchmark and enhance safety standards.

III

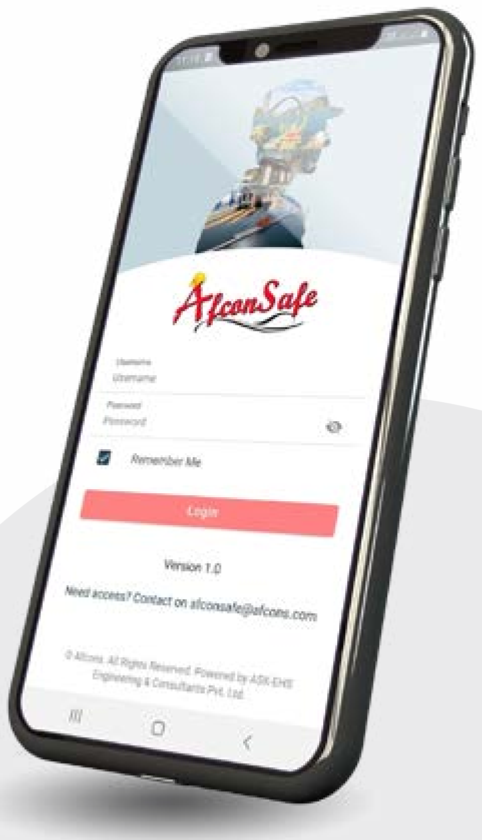
Behaviour-based Safety (BBS)

Focusses on proactively identifying and addressing unsafe behaviours.

IV

Specialised Training Modules

Designed specifically for high-risk activities to ensure preparedness and safety compliance.



Key Social Highlights–FY 2024-25

3,892
Total Employees

Zero
Conflicts of Interest

16,877
Sessions on Health, Safety and Environment

29,302
Total Workers (Including subcontractors and manpower suppliers)

65%+
Members of the team have Engineering and Advanced Safety Degrees

100%
Performance and Career Development Reviews of Employee Training

Creating Impact Beyond Business

The Company's commitment extends beyond its workforce to the communities it serves. Through long-standing social initiatives in education, skill development, water access, and healthcare, Afcons contributes to inclusive development in underserved regions. These programs are designed in consultation with local stakeholders to ensure relevance and long-term impact. Whether supporting schools, improving rural infrastructure, or mentoring students, the Company's approach reflects its belief that business success must go hand in hand with community progress.

Place

Education

Educational activity and skill development
Tribal Ashramshala, Padsare, Raigad

School infrastructure upgrade and education-related equipment
Signal School, Thane, Mumbai School infrastructure upgrade

Shri Kanchi Shankara Public School, Ahmedabad, Gujarat

Renovation of Vedavyasa Gurukulam, providing free residential education
New Delhi

Educational support to Kamakodi Yajurveda Padhshala
Thrissur, Kerala

Skill development initiatives for underprivileged children
Swami Vivekanand Rural Community College, Tamil Nadu

Livelihood enhancement

Farmer Livelihood and Skilling
Hingoli, Marathwada Region, Maharashtra

Improving Water Access through water harvesting
Tonk & Ajmer Districts, Rajasthan

Eradicating hunger, poverty and malnutrition

Charitable and Welfare activities
Maharashtra

Healthcare

Construction and support to Ayurvedic treatment facilities and Research Centre
Angamaly, Kerala

₹2.84 Crores
Total CSR Expenditure

14,637
Total No. of Beneficiaries Impacted

Governance

Strong

Governance Culture

Afcons places a strong emphasis on the highest standards of governance practices and ethical conduct. The Company adheres to a corporate governance philosophy focussed on enhancing operational efficiency and creating long-term value for all stakeholders. Driven by the principles of corporate integrity, the Company strives to operate with transparency, fairness, professionalism, and accountability.

Board Composition

10 Board Members

3 Executive Directors

2 Non-Excecutive Directors

5 Non-Executive Independent Directors (Including one woman director)

35 Years Average Experience of the Board

23 Years Average Experience of KMPs

Mr. Shapoorji Pallonji Mistry
Chairman & Non-Executive Director

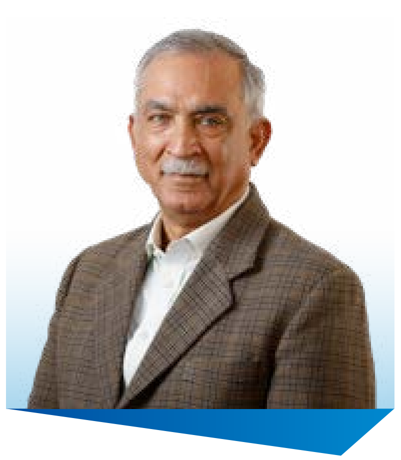
Mr. Subramanian Krishnamurthy
Executive Vice Chairman (Whole-time Director)

Mr. Srinivasan Paramasivan
Managing Director

Mr. Sitaram Janardan Kunte
Independent Director

Ms. Rukhshana Jina Mistry
Independent Director

Mr. Giridhar Rajagopalan
Deputy Managing Director



Mr. Umesh Narain Khanna
Non-Executive Director

Mr. Anurag Kumar Sachan
Independent Director

Mr. Atul Sobti
Independent Director

Mr. Cherag Sarosh Balsara
Independent Director

Awards

Recognitions of

Excellence

Afcons continues to receive numerous recognitions at national and international forums for its commitment to engineering excellence, innovation, safety, and knowledge leadership. These awards highlight the Company's consistent performance across a diverse range of infrastructure sectors and geographies.

British Safety Council's International Safety Award
Seven projects recognised for excellence in safety

National Highway Excellence Awards
'Excellence in Innovation' for the Mahatma Gandhi Setu project

MIKE Awards (2016–2024)
'Most Admired Knowledge Enterprise' (Global, Asia and India: 2016–2017); 'Most Innovative Knowledge Enterprise' (Global and India: 2018–2024); 'Outstanding Global MIKE' (2023)

Construction Times Awards 2024
'Iconic Project of the Year' for the Chenab Railway Bridge

CII Industrial Innovation Awards
Top Innovative Company (Large Enterprise – Services: 2021); Top 50 (2023); Top 75 (2024)

IEI Industry Excellence Awards
Winner for four consecutive years (2021–2024)

10th EPC World Awards
'Outstanding Contribution in Roads and Highways (Very Large Projects)' for Maharashtra Samruddhi Mahamarg – Package

World HRD Congress 2019
Best Employer Brand in Africa

ET Infra Leadership Summit
'Excellence in Transportation Infrastructure – Railways' for UG1 Package, Kolkata Metro

CW Global Awards 2022 –
'International Project of the Year' for RA 256, Kuwait

National Safety Council of India
'Safety Shield for Excellence' for SMPP Construction, Tokadeh, Liberia

ASSOCHAM Infra Awards 2024
'Infrastructure Project of the Year' (East-West Metro, Kolkata); 'Multi-Modal Integrated Infrastructure Project of the Year' (Nagpur Metro Reach-2)

Corporate Communications

Enhancing Brand Image

Afcons has a dedicated Corporate Communications team that plays a pivotal role in strengthening stakeholder engagement and enhancing brand equity. Through sustained media outreach including various social media platforms and strategic public relations initiatives, the Company continues to maintain strong visibility across print, television, digital platforms, and outdoor media, bringing focus to its marquee projects at both national and international levels.

Internally, the Company fosters a strong communication culture that builds pride and alignment among employees, enabling them to serve as brand ambassadors across project sites and offices. In addition, high-quality marketing collaterals have been developed to support business development efforts and ensure consistent brand messaging.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Shapoorji Mistry (DIN No: 00010114)	Chairman, Non-Executive & Non-Independent Director
Mr. Subramanian Krishnamurthy (DIN No: 00047592)	Executive Vice Chairman
Mr. Srinivasan Paramasivan (DIN No. 00058445)	Managing Director
Mr. Giridhar Rajagopalan (DIN No. 02391515)	Deputy Managing Director
Mr. Umesh Khanna (DIN No. 03634361)	Non-Executive & Non-Independent Director
Mr. Sitaram Kunte (DIN No. 02670899)	Independent Director
Mr. Anurag Sachan (DIN No. 08197908)	Independent Director
Ms. Rukhshana Mistry (DIN No. 08398795)	Independent Director
Mr. Atul Sobti (DIN No. 06715578)	Independent Director
Mr. Cherag S. Balsara (DIN No. 07030974)	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ramesh Kumar Jha

COMPANY SECRETARY

Mr. Gaurang Parekh

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP
Chartered Accountants
(ICAI Firm Registration No.117366W/W-100018)

HDS & Associates LLP
Chartered Accountants
(ICAI Firm registration no. W100144)

REGISTERED OFFICE

Afcons House, 16, Shah Industrial Estate,
Veera Desai Road, Azad Nagar,
Andheri (West) Mumbai- 400 053
Website: www.afcons.com
Email: secretarial@afcons.com
Tel. No.: +91-22-6719 1000
CIN: L45200MH1976PLC019335

BANKERS

State Bank of India
UCO Bank
Punjab National Bank
Axis Bank Ltd
Bank of India
Bank of Baroda
ICICI Bank Ltd
Union Bank of India
Yes Bank Ltd.
HSBC Ltd.
Export Import Bank of India
Indian Bank
IDBI Bank Ltd
DBS Bank India Ltd
Indusind Bank Ltd
Karnataka Bank
Indian Overseas Bank
Bank of Maharashtra
Punjab & Sind Bank

REGISTRARS & SHARE TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly Link Intime India Pvt. Ltd)
247 Park, C-101 L.B.S. Marg,
Vikhroli (West), Mumbai 400083
Email id.: rnt.helpdesk@in.mpms.mufg.com

AFCONS INFRASTRUCTURE LIMITED

CIN: L45200MH1976PLC019335
Registered Office: Afcons House, 16, Shah Industrial Estate, Veera Desai Road,
Andheri (West), Mumbai, Maharashtra, 400053
Website: https://www.afcons.com • Email: secretarial@afcons.com • Tel. No.: +91-22-6719 1000

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-NINTH (49TH) ANNUAL GENERAL MEETING ("AGM" OR "MEETING") OF THE MEMBERS OF AFCONS INFRASTRUCTURE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, 25th JULY, 2025 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Report of the Auditors thereon.

2. To declare dividend of ₹ 2.5/- per equity share for the financial year ended 31st March, 2025.

3. To appoint a Director in place of Mr. Subramanian Krishnamurthy (DIN: 00047592), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Srinivasan Paramasivan (DIN: 00058445), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. **To appoint Branch Auditors of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], 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 firm(s) 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 conditions of their appointment including remuneration as may be fixed by the Audit Committee / Board of Directors of the Company in this behalf."

6. **To ratify the remuneration payable to the Cost Auditor for FY 2025-26**

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

   "**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of the Company be and is hereby accorded to ratify the remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294) who has been appointed by the Board of Directors as Cost Auditors of the Company, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for FY 2025-26.

   RESOLVED FURTHER THAT any of the Board of Directors or the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter including filing of necessary e-forms with the Ministry of Corporate Affairs, and to execute all such deeds, documents as may be necessary and take such further steps in this regard, as may be considered desirable or expedient to give effect to this resolution."

7. **To appoint Secretarial Auditor of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") and

Notice (Contd.)

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") other applicable laws/ statutory provision if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and based on the recommendation of the Audit Committee and Board of Directors, the approval of the Members be and is hereby accorded to the appointment for M/s. Parikh Parekh & Associates, Practicing Company Secretaries (ICSI Firm Registration Number P1987MH010000) as Secretarial Auditors of the Company for the term of Five (5) consecutive years commencing from FY 2025-26 till FY 2029-2030, at such remuneration, (excluding applicable tax and other out of pocket expenses) as may be mutually agreed upon between the Board of Directors (including its committee thereof), and to avail any other services, certificates, or report as may permissible under applicable laws of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any of the Board of Directors or the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter including filing of necessary e-forms with the Ministry of Corporate Affairs, and to execute all such deeds, documents as may be necessary and take such further steps in this regard, as may be considered desirable or expedient to give effect to this resolution."

8. **To re-appoint and fix the remuneration of Mr. Giridhar Rajagopalan (DIN: 02391515) as a Whole-time Director designated as Deputy Managing Director of the Company for a term of Two (2) years i.e. from 1st July, 2025 to 30th June, 2027**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and Articles of Association of the Company and subject to such other regulatory approvals, permissions and sanctions, as may be required, and on the basis of the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Giridhar Rajagopalan (DIN: 02391515) as a Whole-time Director designated as Deputy Managing Director of the Company for a further period of Two (2) consecutive years with effect from 1st July, 2025 to 30th June, 2027, liable to retire by rotation, notwithstanding that he attains the age of 70 (Seventy) years during the term of his Directorship, on such terms and conditions including remuneration as set out below:

Remuneration:

(A) Salary, Perquisites and Allowances:

The basic salary, perquisites and allowances shall be determined by the Board of Directors ("Board") or Nomination and Remuneration Committee ("NRC") thereof from time to time, provided that the aggregate value of basic salary, perquisites and allowances does not exceed ₹ 5,50,00,000/- (Rupees Five Crores Fifty Lakhs only) per annum.

Within the aforesaid limit, Mr. Giridhar Rajagopalan will be entitled to avail perquisites and allowances under different heads as per the HR policy / rules of the Company and as 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 NRC and/or the Board in its absolute discretion and will be merit based and will also take into account the Company's performance.

(B) Other Benefits and Payments:

In addition to the Remuneration under subpoint (A) above, Mr. Giridhar Rajagopalan shall be entitled to following Other Benefits and Payment:

(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) Reimbursement of broad band/ internet upto the limit of ₹ 10,000/- (Rupees Ten Thousand only) per month.

(iii) 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.

(iv) Provision for Car related facilities / allowances as per the Car Scheme of the Company (as amended and updated from time to time).

(v) Payments of Annual incentive and any other incentives /rewards/ bonus based on the performance of the Company in a particular financial year.

(vi) Reimbursement of all travelling, boarding and lodging costs and all other cost, charges and expenses incurred by Mr. Giridhar Rajagopalan for the purpose of and on behalf of the Company and the same shall not be considered as perquisites.

(C) Contribution to Provident Fund, Superannuation and Gratuity:

The following contribution to retiral benefits shall be in addition to remuneration under subpoint (A) and (B) above:

(i) 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.

(ii) 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.

(iii) Gratuity: 15 day's basic salary for each completed year of services.

(D) ESOP

Mr. Giridhar Rajagopalan shall be entitled to participate in the ESOP Scheme/Plan, if introduced by the Company, during the tenure of the appointment with the Company. The grant of quantum of options and benefits and the terms and conditions governing the same shall be as determined by the Board or NRC of the Company and shall be in line with the ESOP Scheme/Plan as may be introduced by the Company with the requisite approval, if any required, of the Members of the Company. The perquisite value of ESOP that shall be granted to the Directors shall be in addition to the remuneration under subpoint (A), (B) and (C) above.

The perquisites, allowances and other benefits and payment shall be determined, wherever applicable, as per the provision of the Income Tax Act 1961 or any Rules made thereunder or any statutory modifications or re-enactments thereof. In the absence of any such rules, perquisites, allowance and any other benefits and payment shall be determined at actual cost.

The overall remuneration (under the above heads) as payable to Mr. Giridhar Rajagopalan shall, in respect of any financial year, be subject to the overall limit as stipulated under Section 197, Schedule V and other applicable provisions, if any, of the Act and the Rules made thereunder and the Listing Regulations. The net profit for this purpose shall be computed in the manner laid down in Section 198 of the Act.

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.

(E) 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 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 appointment of 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.

(v) Mr. Giridhar Rajagopalan shall be bound by, and shall at all times comply with the Code of Conduct and other applicable policies of the Company as may be adopted, amended, or enforced by the Company from time to time.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profit of the Company in any financial year, during the tenure of appointment of Mr. Giridhar Rajagopalan, the remuneration by way of salary, perquisites & allowances, performance link incentives & any other incentives / rewards, retiral benefits, ESOP and other benefit and payment, as set out above shall be paid to Mr. Giridhar Rajagopalan as minimum remuneration, subject to applicable provisions of Schedule V and other relevant provisions of the Act and subject to such approvals of applicable Statutory or Regulatory Authorities as may be required for the payment of the said minimum remuneration.

RESOLVED FURTHER THAT the Board (including the NRC or any other committee of the Board) of the Company be and is hereby authorised to alter, vary or modify, the terms and conditions of appointment and/ or the terms of remuneration (as stated herein above) payable to Mr. Giridhar Rajagopalan at any time during the currency of his tenure subject to the same not exceeding the limit specified under Section 197 read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Giridhar Rajagopalan, without being required to seek any further consent or approval from the Members of the Company and that it shall be deemed to have their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Board or the Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter including filing of necessary e-forms with the Ministry of Corporate Affairs, and to execute all such deeds, documents, agreements and writings with Mr. Giridhar Rajagopalan as may be necessary and take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

9. To increase borrowing limits of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 upto the limit of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only)

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

"**RESOLVED THAT** in supersession of the previous resolutions (without prejudice to the actions already taken by virtue thereof) passed by the Members of the Company at the Forty-Seventh (47th) Annual General Meetings held on 4th August, 2023 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, consent 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 term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitutes or any person(s) authorised by the Board to exercise the power including the powers conferred by this resolution], to borrow any sum or sums of money from time to time, at its discretion, for the purpose of the business of the Company, in any manner including by way of fund based and non-fund based working capital facilities (either in rupee currency or foreign currency) or vide issue of Non-Convertible Debentures / Commercial Papers/ Foreign Currency Convertible Bonds/ bonds/ other debt instruments from any one or more of the Company's consortium banks or any other Indian or foreign banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies 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 share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to such aggregate borrowings not exceeding the amount of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorised to negotiate, finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit and to execute with the consortium banks, other banks, financial institutions, and other persons, firms, bodies corporate and other lenders all such agreements, deeds and other documents for availing the borrowing and / or 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/ or 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."

10. **To create mortgage and / or charges on the properties of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 up to the limit of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only)**

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

"**RESOLVED THAT** in supersession of the previous resolution (without prejudice to the actions already taken by virtue thereof) passed by the Members of the Company at the Forty-Seventh (47th) Annual General Meeting held on 4th August 2023 and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification or re-enactment thereof for the time being in force] and the Articles of Association of the Company, the consent of the Members 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 of Directors which the Board may have constituted or hereinafter constitutes or any person(s) authorised by the Board to exercise the power including the powers conferred by this resolution] to create charges, security, pledge, mortgages and/or hypothecation in addition to existing charges, security, pledge, mortgages and/or hypothecation, in such form and manner and with such ranking (whether exclusive, paripassu, 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 holders of non-convertible debentures/ bonds/other debt instruments for securing any loan / borrowings/ facilities availed / to be availed by way of rupee loan, foreign currency loans, arrangements, fund based and non-fund based working capital 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, cost, charges, expenses and any other money payable thereon 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 ₹ 50,000 Crores (Rupees Fifty 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 / investors 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."

11. **To issue Non-Convertible Debentures/Bonds/ other Instruments on private placement basis up to ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only)**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71, 180 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share

Capital and Debentures) Rules, 2014 and subject to the applicable SEBI Regulations [including any statutory modification(s) or re-enactment(s) 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 aggregate amount of ₹ 750,00,00,000/- (Rupees Seven Hundred Fifty Crores only) vide issue of cumulative/non-cumulative, listed or unlisted, secured or unsecured, redeemable Non-Convertible Debentures/ Bonds / other instruments on a private placement basis in one or more tranches, on such terms and conditions and to such investors, in domestic or international market, as the Board of Directors of the Company (or any duly constituted Committee of the Board of Directors) may determine and consider proper and most beneficial to the Company, during the period of One (1) year from the date of this Annual General Meeting, 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."

12. Approval of charges for service of documents on the Members

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

"**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Members be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director or key managerial personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution by order of the Board of Directors."

By Order of the Board of Directors of
Afcons Infrastructure Limited

Gaurang Parekh
Company Secretary
M. No. F-8764

Regd. Office:
Afcons House,
16, Shah Industrial Estate,
Veera Desai Road, Azadnagar,
Andheri (West), Mumbai-400 053
CIN - L45200MH1976PLC019335

Place: Mumbai
Dated: 23rd May, 2025

NOTES

1. The Notice of Annual General Meeting was approved by the Board of Directors at its Meeting held on 23rd May, 2025.

2. **AGM through VC/OAVM**

   Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" (collectively referred to as "MCA Circulars"), the Ministry of Corporate Affairs ("MCA") permitted holding of AGM through VC/ OAVM, without physical presence of the Members at a common venue.

   Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and 3rd October, 2024 ("SEBI Circulars") and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI Listing Regulations and MCA Circulars and SEBI Circulars, the Company is convening the 49th AGM of the Company through VC/ OAVM without the physical presence of the Members at a common venue on Friday, July 25, 2025 at 3:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company, i.e. Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azadnagar, Andheri (West), Mumbai – 400053.

3. Pursuant to the provisions of the act, a Member entitled to attend and vote at the agm is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 12 of the Notice, is annexed hereto.

   Further, the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.

5. In accordance with the aforesaid MCA Circulars and SEBI Circulars the Notice of the AGM along with the Annual Report for Financial Year ("FY") 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities (Depository) Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories") as received list of beneficiaries received from the depositories as on **Friday, 20th June, 2025**

   Members may note that the Notice of the AGM and the Annual Report for the FY 2024-25 will also be available on (a) the Company's website at http://www.afcons.com (b) websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at http://www.bseindia.com and National Stock Exchange of India Limited at http://www.nseindia.com and (c) the website of NSDL at http://www.evoting.nsdl.com. Further also the letter is being sent to those Members who have not registered their email address(es) either with the Company or with any Depository or RTA of the Company as on **Friday, 20th June, 2025**.

   This is also a reminder to the Members to update KYC details pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, and to dematerialise physical securities. The circular issued by SEBI mandates all the listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of security holders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. This is applicable for all security holders holding securities in physical mode.

6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

7. Institutional Members/corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorisation etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail on its registered e-mail address rishit@rishitshahco.com with a copy marked to evoting@nsdl.com and secretarial@afcons.com Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

8. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company as on **Friday, 18th July 2025** ("cut-off date") will be entitled to vote during the AGM.

9. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Members will be able to view the proceedings on 'NSDL' e-Voting website at www.evoting.nsdl.com.

11. **Registrar and Transfer Agent ("RTA")**

    Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, the name of RTA of the Company is changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from 31st December, 2024.

12. **Dividend for FY 2024-25**

    The Board of Directors at its meeting held on 23rd May, 2025, has recommended a dividend of ₹ 2.5 per equity share. The Company has fixed **Friday, 18th July, 2025** as the ("Record Date") for determining entitlement of Members to dividend for the Financial Year ended 31st March, 2025, if approved at the AGM.

    If the dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made on or after **30th July, 2025**, as under:

    i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the Depositories, as of close of business hours on **Friday, 18th July, 2025.**

    ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, 18th July, 2025**. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024 has mandated that with effect from 1st April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after shareholders furnishes their PAN, contact details including mobile number, bank account details and specimen (KYC) and choice of nomination.

    iii. Further, the relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf.

13. **TDS on dividend**

    Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years.

    The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

    The members are requested to update their PAN with the Depository Participants ("DPs") (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical form).

For Resident Shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as provided in section 206AA of the IT Act, 1961 i.e., 20% of tax deduction at source.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during Financial Year 2025-2026 does not exceed ₹ 10,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act.

A Resident individual shareholders with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H or any other document as prescribed under the IT Act to avail the benefit of non-deduction of tax at source by e-mail at rnt.helpdesk@in.mpms.mufg.com or upload the documents on https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html by 11:59 p.m. (IST) on **Friday, 11th July, 2025.**

Members are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

For Non-Resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA"), read with Multilateral Instrument ("MLI"), between India and the country of tax residence of the shareholders, if they are more beneficial to them.

For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorized signatory.
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors ("FII") / Foreign Portfolio Investors ("FPI"), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

Non-resident shareholders [including FIIs/ FPIs] may submit the above documents (PDF/JPG Format) by e-mail to rnt.helpdesk@in.mpms.mufg.com or upload the documents on https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html. The aforesaid declarations and documents need to be submitted by the Members by 11:59 p.m. (IST) on **Friday, 11th July, 2025.**

No communication would be accepted from mmembers after **Friday, 11th July, 2025,** regarding tax-withholding matters. Shareholders may write to rnt.helpdesk@in.mpms.mufg.com or secretarial@afcons.com for any clarifications on this subject.

For TDS Certificate, Shareholders can check their tax credit in Form 26AS from the e-filing account at https://www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on https://www.tdscpc.gov.in.

14. **Members to intimate change in their details:** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, viz. name of the bank and branch details, bank account number, MICR code, IFSC, etc.:

    (a) **For shares held in electronic form:** to their DPs latest by **Friday, 11th July, 2025**.

    (b) **For Shares held in physical form:** to the Company's RTA latest by **Friday, 11th July, 2025** by submission of the following details/documents:

    (i) Form ISR-1 along with supporting documents. The said form is available on the website of the Company at https://www.afcons.com/en/investor-forms and on the website of the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html;

    (ii) Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly;

    (iii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf;

    (iv) Self-attested copy of the PAN Card of all the holders; and (v) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

    To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Further, Members are requested to refer to the process detailed on https://web.in.mpms.mufg.com/KYC-downloads.html and proceed accordingly.

    Members holding shares in electronic form may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs by **Friday, 11th July, 2025**.

15. **Dematerialization of shares**

    Members may please note that SEBI vide its Master Circular No. SEBI/ HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at https://www.afcons.com/en/investor-forms and on the website of the Company's RTA, at https://in.mpms.mufg.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to submit to the Company or RTA, Form ISR-4 along with the share certificates requisite KYC Documents for consolidating their holdings in one folio.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the

case may be. The said forms can be downloaded from the Company's website https://www.afcons.com/en/investor-forms. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialised form and to RTA in case the shares are held in physical form.

19. **Investor Queries and Dispute Resolution**

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on mail to secretarial@afcons.com on or before Friday 18th July 2025 through their registered e-mail id, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.

Members may note that in case of any dispute against the Company and/or its RTA, as per SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), Members can file for Online Resolution of Dispute through the ODR Portal (https://smartodr.in/login) which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market.

Members can use this mechanism only after they have lodged their grievance with the Company/ RTA and SCORES and are not satisfied with the outcome of the redressal.

For more details, please see the following weblinks of the Stock Exchanges:

BSE: https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx

NSE: https://www.nseindia.com/complaints/online-dispute-resolution

20. **Unclaimed Dividends and IEPF**

Members are requested to note that dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on http://www.iepf.gov.in or http://www.mca.gov.in.

21. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**

22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

23. **Registration for receiving Notice of the AGM and Annual Report**

Members whose e-mail IDs are not registered with the Company or Depositories may register the same on or before 5.00 p.m. (IST) on **Friday, 11th July, 2025**, to receive Notice of this AGM and Annual Report for FY 2024-25:

a) Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select 'Afcons Infrastructure Limited' from the drop down.

b) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on 'Continue' button.

c) Enter the system generated One Time Password ("OTP") received on Mobile No. and e-mail ID, then click on "Submit" button. The request ID will be generated.

E-mail ID registered is for limited purpose of sending the Notice and the Annual Report FY 2024-25.

24. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection

by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to secretarial@afcons.com.

25. **Dispatch of AGM Notice and Annual Report through electronic mode**

In line with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, this Notice along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/DPs/ RTA. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website http://www.afcons.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at http://www.bseindia.com and http://www.nseindia.com respectively and on the website of NSDL https://www.evoting.nsdl.com. Hard copy of the Annual Report will be sent to shareholders upon request. Additionally, as per Regulation 36(1)(b) of the Listing Regulations a letter providing the weblink of the Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories/ DPs/ RTA. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

26. **Instructions for e-voting and joining the AGM are as follows:**

A. VOTING THROUGH ELECTRONIC MEANS

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. .

ii. The remote e-voting period commences on **Monday, 21st July, 2025 at 9.00 a.m. (IST)** and ends on **Thursday, 24th July, 2025 at 5.00 p.m. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, 18th July, 2025,** i.e. cut-off date, may cast their vote electronically. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from **Monday, 21st July, 2025 at 9.00 a.m.(IST)** to **Thursday, 24th July, 24 2025 at 5.00 p.m. (IST)** or e-voting during the AGM.

iii. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

iv. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

vii. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/ she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.

In case of individual Members holding securities in dematerialised mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-voting and joining virtual meetings for individual Members holding securities in dematerialised mode."**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday21st July, 2025 at 9:00 a.m. (IST) and ends on Thursday, 24th July, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, 18th July, 2025**, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 18th July, 2025**.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** Section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Notice (Contd.)

Type of Members	Login Method
	5. Members/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' Section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/ Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to rishit@rishitshahco.com with a copy marked to evoting@nsdl.com and secretarial@afcons.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download Section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@afcons.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@afcons.com If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.

3. Alternatively, member/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **Friday, 18th July, 2025**.

6. **Information Regarding Scrutinizer and Declaration of voting results**

   The Board of Directors has appointed Mr. Rishit Shah, a Practicing Company Secretary (Membership No. F9522; C.O.P. 26870) of M/s Rishit Shah & Co., Practicing Company Secretaries [P. R NO. 5387/2024] or failing him Mr. Harsh Hiren Shah, a Practicing Company Secretary (Membership No.: A45112; C.O.P. 22408), Proprietor of M/s. Harsh Hiren Shah & Associates, Practicing Company Secretaries [P. R NO. 2265/2022], as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

   i. The Scrutinizer shall after the conclusion of voting at an AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of an AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, submit it to the Chairman of the Company or to a person authorised by him in writing, who shall counter sign the Scrutinizer's Report and shall declare the result forthwith.

   ii. The Results will announce will be announced within the stipulated timeline under the applicable laws. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.afcons.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE & NSE Portal.

7. **Updation of Members' Details**

   The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company at secretarial@afcons.com or MUFG Intime India Private Limited (formally know as Link Intime India Private Limited). Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login,

you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the meeting, can contact NSDL on mail to evoting@nsdl.com or +91 22 48867000
4. Members are encouraged to join the Meeting through Laptops for better experience.
5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@afcons.com. The same will be replied by the Company suitably.

27. **Registration as speaker shareholder**

    Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to secretarial@afcons.com between **Monday, 14th July, 2025 (9:00 a.m. IST) and Friday, 18th July, 2025 (5:00 p.m. IST).** Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors of
Afcons Infrastructure Limited

Gaurang Parekh
Company Secretary
M. No. F-8764

Regd. Office:
Afcons House,
16, Shah Industrial Estate,
Veera Desai Road, Azadnagar,
Andheri (West), Mumbai-400 053
CIN - L45200MH1976PLC019335

Place: Mumbai
Dated: 23rd May, 2025

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and additional information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and circulars issued thereunder.

An explanatory statement pursuant to Section 102 of the Act , SEBI Listing Regulations and the circulars issued thereunder with respect to the item 5 to 12 of the accompanying notice of the meeting:

ITEM NO. 5

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.5 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.5 of the Notice.

The Board of Directors recommends the Ordinary Resolution set forth at Item no.5 of the Notice, for the approval of the Members.

ITEM NO. 6

Pursuant to Section 148 of the Act, read with the Companies (Audit & Auditors) Rules 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board, on the recommendation of the Audit Committee, has approved the appointment 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 2025-26, for a remuneration of ₹ 3,00,000/- (excluding out of pocket expenses and applicable taxes).

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 FY 2025-26.

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 the amended provisions of Regulation 24A of the SEBI Listing Regulations and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on 23rd May, 2025, based on the recommendation of the Audit Committee, after evaluating and consideration various factors such as industry experience, competency of the secretarial audit team, efficiency and quality in conduct of secretarial audit, independent assessment etc., had approved the appointment of M/s. Parikh Parekh & Associates, Peer Reviewed Firm of Company Secretaries in Practice ("Secretarial Audit Firm") (ICSI Firm Registration Number: P1987MH010000 as the Secretarial Auditors of the Company for a terms of 5 (Five) consecutive years for an Audit period of 5 years commencing from FY 2025-26 till FY 2029-2030 subject to the approval of the Members.

The Secretarial Audit Firm is a reputed firm of Practicing Company Secretaries established in the year 2004 with a legacy of excellence spanning over three decades. Renowned for its commitment to quality and precision, the Secretarial Audit Firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

The Secretarial Audit Firm has a team of 31 Members including 6 Partners and focus on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by ICSI.

The proposed Fees in connection with the secretarial audit shall be INR 2,50,000/- (Rupees Two Lakhs only) plus applicable taxes and other out-of-pocket expenses for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as may be mutually agreed between the Board of Directors and the Secretarial Audit Firm.

In addition to the secretarial audit, the Secretarial Audit Firm shall provide such other services in the nature of certifications and other professional work, as approved by Board of Directors. The relevant fees will be determined by the Board, as recommendations by the Audit Committee in consultation with the Secretarial Audit Firm.

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

The Board of Directors recommends the Ordinary Resolution set forth at Item no.7 of the Notice, for the approval of the Members..

ITEM NO. 8

Mr. Giridhar Rajagopalan (DIN:02391515) was appointed as Executive Director of the Company (Technical) on 1st October, 2016. He was then elevated to the position of Whole-time Director and designated as the Deputy Managing Director of the Company w.e.f. 22nd October, 2020. Subsequently, at the Forty–Six (46th) Annual General Meeting held on 29th September, 2022, the Members of the Company vide special resolution had approved the re-appointment and revision in remuneration of Mr. Giridhar Rajagopalan, as a Whole-time Director designated as the Deputy Managing Director for a period of three years from 1st July, 2022 to 30th June, 2025.

Pursuant to the recommendation of the Nomination and Remuneration Committee, and subject to the approval of members, the Board of Directors of the Company at its meeting held on 23rd May, 2025 approved the re-appointment of Mr. Giridhar Rajagopalan as a Whole-time Director designated as Deputy Managing Director for a further period of Two (2) years with effect from 1st July, 2025 upto 30th June, 2027.

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 re-appointed as Deputy Managing Director of the Company in terms of provisions of Section 164(2) of the Act.

The resolution at Item no. 8 of this Notice of this AGM seeks approval of the Members in terms of the applicable provisions of the Act and SEBI Listing Regulations 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 Two (2) years with effect from 1st July, 2025 upto 30th June 2027 liable to retire by rotation, notwithstanding that he attains the age of 70 (Seventy) years during the term of his Directorship, on such terms and conditions including remuneration as set out in the resolution at Item no.8 of the Notice of this AGM. The details of Mr. Giridhar Rajagopalan are given in the Annexure attached to the Notice.

Although the Company foresees profits during the term of Mr. Giridhar Rajagopalan, due to unforeseen events, the Company may have inadequacy of profits or / insufficiency of profits in a particular financial year during the said term of appointment. Hence, members' consent is sought, out of abundant caution, for payment of the remuneration as stated in the resolution at item no. 8 to Mr. Giridhar Rajagopalan as minimum remuneration.

In this regard, the additional information as required under Schedule V of the Act, 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)		
	2022-23	2023-24	2024-25
Revenue from operation	12,466.61	12,907.27	12,499.93
Net Profit after Tax	409.67	442.12	586.13
Basic EPS (₹)	12.02	12.97	15.94
Dividend Amount (Preference Shares)	0.05	0.05	0.04
Dividend Amount (Equity Shares)	-	28.79	32.33
Dividend % (Preference Shares)	0.01	0.05	0.05
Dividend % (Equity Shares)	-	25	25

5. Export performance and net foreign exchange collaborations

(Standalone Financials)

Foreign Exchange Earnings and Outgo	Financial Year (₹ in Crores)		
	2022-23	2023-24	2024-25
Earnings	3,608.27	2,931.47	3,564.34
Outgo	3,759.94	3,318.02	3,141.18

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, as a Whole-time Director designated as Deputy Managing Director of the Company.

1. Background details:

Mr. Giridhar Rajagopalan, aged 68, an Indian national has been the Whole-Time Director designated as Executive Director (Technical) on the Board of the Company w.e.f. 1st October, 2016. He was then elevated to the position of Whole-time Director and designated as the Deputy Managing Director of the Company w.e.f. 22nd October, 2020. Subsequently, he was re-appointed as the Whole-time Director designated as the Deputy Managing Director of the Company at the Annual General Meeting dated 29th September, 2022 for a further period of three years from 1st July, 2022 to 30th June, 2025.

Mr. Giridhar Rajagopalan graduated in Civil Engineering from Sardar Patel College of Engineering, Mumbai. He has experience of over 46 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 also a member of the Board of Institute of Lean Construction Excellence (ILCE) and has successfully led Lean Construction implementation in several projects over the years. Under his stewardship, Afcons became the first Indian Infrastructure company to win the prestigious Global, Asia Pacific and India MAKE (Most Admired Knowledge Enterprise) Award for two consecutive years (2016 & 2017), Knowledge Ready Organisation award (2018), the Global and India MIKE (Most Innovative Knowledge Enterprise) award from 2018 to 2024, including the Most Outstanding MIKE Award winner in 2023.

2. Past remuneration:

(in ₹ Crores p.a.)

Year	Salary	PF/SA	Perquisites/Allowance and Incentives	Total Remuneration
2024-25	0.41	0.11	4.82	5.34

Note: Remuneration to Mr. Giridhar Rajagopalan includes fixed pay, retiral benefits, perquisite/allowance, annual increment and annual performance link incentives. For the FY 2024-25, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of Board, in addition to the annual increment & annual performance link incentive, a special incentive (i.e.one time value creation incentive) was given to Mr. Giridhar Rajagopalan. A part of the said special incentive was paid to Mr. Giridhar Rajagopalan during the FY 2024-25.

3. Recognition or awards – NIL

4. Job profile and his suitability

Mr. Giridhar Rajagopalan is the Whole-time Director of the Company and has more than 46 years' experience. He is designated as Deputy Managing Director of the Company with effect from 22nd 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, as a Whole-time Director designated as Deputy Managing Director 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. Giridhar Rajagopalan, as a Whole-time Director designated as 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.8 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 appointment. Hence, members' consent is sought, out of abundant caution, for payment of the remuneration as stated in the resolution at item no. 8 to Mr. Giridhar Rajagopalan 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.

Disclosures:

The remuneration package of Mr. Giridhar Rajagopalan as a Whole-time Director designated as Deputy Managing Director is detailed in the resolution at item no. 8 of the Notice.

Interest of Directors:

Except Mr. Giridhar Rajagopalan and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the resolution as as set out at Item no. 8 in the Notice.

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.

The Board of Directors recommends the Special Resolution set forth at Item no.8 of the Notice, for the approval of the Members.

ITEM NO. 9 and 10

Section 180(1)(c) of the Companies Act, 2013 ("Act") 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 Members of the Company accorded by way of a special resolution.

Further, Section 180(1)(a) of the Companies Act, 2013 ("Act"), provides for obtaining approval of the members of the Company *vide* special resolution 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 circumstances (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 Act.

The Members of the Company, at the Forty-Seventh (47^{th}) Annual General Meeting held on 04^{th} August, 2023, had authorised the Board of Directors to borrow in terms of Section 180(1)(c) of the Act upto a limit of ₹ 5,000 Crores (Rupees Five Thousand Crores only) which was predominantly for meeting the fund-based facilities of the Company. Also, the Members at the said Annual General Meeting had authorised the Company under Section 180(1) (a) to create security on the properties up-to the limit of ₹ 30,000 Crores (Rupees Thirty Thousand Crores only).

The Company has made a steady growth in its operations in the last 3 years. On a Consolidated basis, the Company's order intake for FY 2024–25 reached a record level of ₹ 15,960 Crores, marking significant growth of 105 % over the previous year's order intake of ₹ 7,784 Crores. With this, the Company's closing order book position as of 31st March, 2025 is at an all-time high of ₹ 36,869 Crores (Excluding L1 projects of ₹ 10,628 Crores).

The Company is actively seeking and investigating different project opportunities both in India and in international markets to establish a strong project pipeline. As an EPC contractor, the Company requires substantial credit facilities to support its growth and fulfill high-value contracts, particularly to address working capital needs. It is essential for the Company to have access to certain funding options within a designated timeframe. This will allow the Company to pursue, finance, and successfully complete projects that benefit its stakeholders.

Considering the existing order book, anticipated orders for the current financial year, and the business plan established for this period, the Company will need to secure additional fund-based and non-fund-based facilities to fulfill its business needs, in addition to addressing other long-term and short-term working capital requirements.

The Company has approached the consortium of banks for enhancing the working capital limits by way of fund based and non-fund based working capital facilities. Additionally, the Company is considering options for obtaining loans or borrowing in either rupees or foreign currencies, as well as raising funds vide issue of non-convertible debentures / commercial papers/ foreign currency convertible bonds/ bonds/ other debt instruments from any one or more of the Company's consortium banks or any other Indian or foreign banks, financial institutions and other persons, firms, bodies corporate from other banks, financial institutions, other persons, firms, bodies corporate.

To capitalize on business opportunities aligned with the Company's growth plans for the next three financial years (2025-26 to 2027-28) and to achieve higher revenues, it is proposed to enhance the borrowing power of the Company under Section 180(1)(c) of the Act from the existing limit of ₹ 5,000 Crores (Rupees Five Thousand Crores only) to ₹ 50,000 Crores (Rupees Fifty Thousand Crores only) by way of fund based and non-fund based working capital facilities (either in rupee currency or foreign currency) or vide issue of Non-Convertible Debentures / Commercial Papers/ Foreign Currency Convertible Bonds/ bonds/ other debt instruments from any one or more of the Company's consortium banks or any other Indian or foreign banks, financial institutions and other persons, firms, bodies corporate.

Hence, consent of the members *vide* special resolution is sought in accordance with provisions of Section 180(1)(c) and other applicable provisions of the Act to enable to the Board of Directors 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 ₹ 50,000 Crores (Rupees Fifty Thousand Crores only).

As the borrowing limit of Section 180(1)(c) is sought to be enhanced to ₹ 50,000 Crores (Rupees Fifty Thousand Crores only), it is proposed to seek a fresh consent of the members, *vide* special resolution in accordance with provisions of Section 180(1)(a) and other applicable provisions of the Act, authorising the Board of the Directors (which terms shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) to hypothecate/ mortgage/pledge and/or create charge or security on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, by way of fund based and non-fund based working capital facilities (either in rupee currency or foreign currency) or vide issue of Non-Convertible Debentures / Commercial Papers/ Foreign Currency Convertible Bonds/ bonds/ other debt instruments from any one or more of the Company's consortium banks or any other Indian or foreign banks, financial institutions and other persons, firms, bodies corporate within the overall ceiling of ₹ 50,000 Crores (Rupees Fifty Thousand Crores only) as approved by the Members of the Company, in terms of Section 180(1) (c) of the Act.

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 of Directors recommends the Special Resolution set forth at Item no.9 and 10 of the Notice, for the approval of the Members.

ITEM NO. 11

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.

Notice (Contd.)

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, the Company seeks consent of the members to pass an enabling resolution to raise funds from time to time a sum of ₹ 750,00,00,000/- Crores (Rupees Seven Hundred Fifty Crores only) vide issue of cumulative/ non-cumulative, listed or unlisted, secured or unsecured, redeemable Non-Convertible Debentures/ Bonds/ other Instruments on private placement basis in one or more tranches, to Commercial Banks, Mutual Funds, Insurance Companies, Financial Institutions and other eligible investors, in domestic or international market, during the period of One (1) year from the date of this AGM, on such terms and conditions including the rate of interest, period and premium on redemption, etc as may be determined by the Board of Directors of the Company (hereinafter referred to as "Board" which terms shall be deemed to include any Committee of the Directors which the Board may have constituted or is hereinafter constituted to exercise any or all of its powers including the powers conferred by this resolution).

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 AGM of the Company.

The pricing of the Non-Convertible Debentures/ Bonds/ other Instruments shall depend on the prevailing market conditions and as may be approved by the Board at such time.

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 of Directors recommends the Special Resolution set forth at Item no.11 of the Notice, for the approval of the Members.

ITEM No. 12

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that the shareholders pay the actual expenses in advance to the Company for such dispatch.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the accompanying Notice.

The Board of Directors recommends the Ordinary Resolution set forth at Item no. 12 of the Notice, for the approval of the Members.

By Order of the Board of Directors of
Afcons Infrastructure Limited

Gaurang Parekh
Company Secretary
M. No. F-8764

Regd. Office:
Afcons House,
16, Shah Industrial Estate,
Veera Desai Road, Azadnagar,
Andheri (West), Mumbai-400 053
CIN - L45200MH1976PLC019335

Place: Mumbai
Dated: 23rd May, 2025

Annexure to the Notice

Details of the Directors seeking appointment/ re-appointment at this AGM

As required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by The Institute of Company Secretaries of India, additional information relating to the particulars of Directors who are proposed to be appointed/re-appointed are given below:

Name of the Director	Mr. Subramanian Krishnamurthy	Mr. Srinivasan Paramasivan	Mr. Giridhar Rajagopalan
DIN No:	00047592	00058445	02391515
Date of Birth	3rd June, 1958	20th May, 1957	18th February, 1957
Age	67 years	68 years	68 years
Date of Appointment on the Board	15th November, 2002	10th June, 2002	1st October, 2016
Qualifications	B.E. (Mech). Trichy. Postgraduate in Industrial Engg. From NITIE, Mumbai	B.com; CAIIB, FCMA, FCS, Stanford Certified Project Manager	B.E. Civil (Bachelor of Engineering in Civil)
Experience / Nature of Expertise in specific functional areas	Mr. Subramanian Krishnamurthy has been a Whole-Time Director on the Board of Afcons Infrastructure Limited since 2002 and currently serves as Executive Vice Chairman. He has over four decades of experience in the areas of Project Planning, Execution, Overall Project Management, Contract Management and Corporate Planning. Prior to getting elevated as Executive Vice Chairman in the year 2018 he was Managing Director of Afcons Infrastructure Limited from the year 2002. Under his leadership AFCONS has created its own niche of delivering the most complex and challenging infrastructure projects ahead of schedule and creating new benchmarks globally. He is an alumnus of NIT, Tiruchirappalli (Mechanical Engineering) and IIM, Mumbai (formerly NITIE, Mumbai, Industrial Engineering). Mr. Subramanian Krishnamurthy is internationally recognized for his expertise in contractual matters and dispute resolution. He is India's sole representative in the Dispute Review Board Foundation, USA, and collaborates with NITI Aayog, and various central and state government ministries to drive reforms in contract standardization and infrastructure policy.	Mr. Srinivasan Paramasivan has been a Whole-Time Director on the Board of Afcons Infrastructure Limited since 2002 and currently serves as its Managing Director, bringing over four decades of experience in banking, finance, and infrastructure. He is a Commerce graduate from the University of Madurai and holds multiple professional qualifications, such as: • Certified Associate, Indian Institute of Bankers (CAIIB) • Fellow Member, Institute of Cost Accountants of India (FCMA) • Fellow Member, Institute of Company Secretaries of India (FCS) • Stanford Certified Project Manager Since the acquisition of Afcons by the Shapoorji Pallonji Group, Mr. Paramasivan has played a pivotal role in the Company's turnaround, consolidation, and sustained growth. He is actively involved with key industry bodies, serving as a member of the Taxation Committee and Infrastructure Committee of the Confederation of India Industry (CII), and as Co-Chair of the Transportation	Mr. Giridhar Rajagopalan graduated in Civil Engineering from Sardar Patel College of Engineering, Mumbai. He has experience of over 46 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 also a member of the Board of Institute of Lean Construction Excellence (ILCE) and has successfully led Lean Construction implementation in several projects over the years. Under his stewardship, Afcons became the first Indian Infrastructure company to win the prestigious Global, Asia Pacific and India MAKE (Most Admired Knowledge Enterprise) Award for two consecutive years (2016 & 2017), Knowledge Ready Organisation award (2018), the Global and India MIKE (Most Innovative Knowledge Enterprise)

Annexure to the Notice (Contd.)

Name of the Director	Mr. Subramanian Krishnamurthy	Mr. Srinivasan Paramasivan	Mr. Giridhar Rajagopalan
	In recognition of his contributions to the construction industry, he has been honoured with several prestigious accolades: ➢ Doctor of Letters (D.Litt. Honoris Causa) by Kalinga Institute of Industrial Technology, Bhubaneshwar in the year 2022. ➢ Bharat Shiromani Award in the year 2005. ➢ Distinguished Alumnus Awards – NIT, Tiruchirappalli in the year 2018 and IIM, Mumbai (formerly NITIE, Mumbai) in the year 2013. Mr. Subramanian Krishnamurthy is actively involved in academia and serves on the boards and academic councils of NICMAR, IIM, Mumbai (formerly NITIE, Mumbai) and ITM Group of Institutions, Hyderabad. He is also a member of the Society of Construction Law (India) and the Construction Industry Development Council (CIDC).	Infrastructure Committee of the Federation of Indian Chambers of Commerce and Industry (FICCI) and as Chairman of the Project Export Promotion Council (PEPC). Most recently, he was appointed as an Additional Director on the Board of the Construction Skill Development Council of India (CSDCI) at its Board Meeting held on 16th May, 2025 in New Delhi. Mr. Paramasivan is regularly consulted by government and regulatory bodies on policy formulation and related matters.	award from 2018 to 2024, including the Most Outstanding MIKE Award winner in 2023.
Terms and Conditions of Appointment/ Re-appointment	Re-appointment as Director liable to retire by rotation.	Re-appointment as Director liable to retire by rotation.	Appointed as a Whole-time Director designated as Deputy Managing Director of the Company for a period of Two(2) years w.e.f. 1st July, 2025 to 30th June 2027 on the term and conditions including remuneration as set out in resolution at Item no. 8 to this Notice.
Remuneration to be paid	As per the terms of appointment	As per the terms of appointment	As set out in resolution at Item no. 8 to this Notice.
Remuneration last drawn (₹ in Crores p.a.)	₹ 9.75	₹ 8.48	₹ 5.34
Remuneration drawn from Subsidiary Company	NIL	NIL	NIL
Number of Meetings of the Board attended during the year	10 out of 10	9 out of 10	5 out of 10

Name of the Director	Mr. Subramanian Krishnamurthy	Mr. Srinivasan Paramasivan	Mr. Giridhar Rajagopalan
Directorship(s) held in other public companies and listed companies along with listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Chairmanships / Memberships of Committees of other public companies (includes only Audit & Stakeholders Relationship Committee)	NIL	NIL	NIL
Disclosure of relationship with Directors and Key Managerial Personnel (KMP) inter-se	He is not related to any Directors and Key Managerial Personnel of the Company.	He is not related to any Directors and Key Managerial Personnel of the Company.	He is not related to any Directors and Key Managerial Personnel of the Company.
Shareholding in the Company as on 31st March, 2025	1,30,150	98,222	20,385
Skills and capabilities required for the role and the manner in which the Independent Director meets such requirements	N.A.	N.A.	N.A.

Board's Report

Dear Members,

Your Directors take pleasure in presenting the Forty-Ninth (49th) Annual Report of the Company, together with the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2025 ("year under review").

1. FINANCIAL RESULTS

The summary of the financial results of the Company for the year under review are as follows:

Particulars	Consolidated (₹ in Cores)		Standalone (₹ in Crores)	
	31st March, 2025	31st March, 2024	31st March, 2025	31st March, 2024
Revenue from Operations and other Income (Total Income)	13,022.77	13,646.88	12,966.66	13,285.34
EBITDA	1,661.80	1,583.14	1,759.15	1,571.43
Profit before tax	710.01	672.62	809.30	664.94
Total tax expense	223.22	222.86	223.17	222.82
Profit after Tax	486.79	449.76	586.13	442.12
Profit for the year attributable to: Owners of the Company	486.81	449.76	586.13	442.12
Retained earnings – Opening balance	2,870.07	2457.66	2,453.02	2,048.25
Add: Profit for the year	486.81	449.76	586.13	442.12
Less: Other items classified to other comprehensive income	(5.74)	(8.51)	(5.74)	(8.51)
Less: Dividend on Equity	(32.33)	(28.79)	(32.33)	(28.79)
Less: Dividend on Preference Shares	(0.04)	(0.05)	(0.04)	(0.05)
Retained earnings – Closing balance	3,318.77	2,870.07	3,001.04	2,453.02

2. OPERATIONS AND BUSINESS PERFORMANCE

The details of the Company's affairs, including its Operations and Business Performance are detailed below:

(a) Standalone Results

Your Company has achieved total income of ₹ 12,966.66 Crores for the year compared to the previous year's ₹ 13,285.34 Crores showing decrease of 2.40%. The Profit before Tax for the year was ₹ 809.30 Crores compared to ₹ 664.94 Crores in the previous year resulting in increase of 21.71%. The Profit after Tax for the year was ₹ 586.13 Crores compared to ₹ 442.12 Crores in the previous year resulting in an increase by 32.57%.

(b) Consolidated Results

Your Company achieved total income of ₹ 13,022.77 Crores for the year compared to the previous year's ₹ 13,646.88 Crores showing decrease of 4.57%. The EBIDTA for the year was ₹ 1,661.80 Crores compared to ₹ 1,583.14 Crores in the previous year resulting in an increase by 4.97%. The Consolidated Profit before Tax for the year was ₹ 710.01 Crores compared to ₹ 672.62 Crores in the previous year resulting in an increase of 5.56%. The Consolidated Profit after Tax for the year was ₹ 486.79 Crores compared to ₹ 449.76 Crores in the previous year resulting in an increase by 8.23%.

During the year, the Company, on a Consolidated basis, bagged new orders valued around ₹ 15,960 Crores. The pending order book of the Company as on 31st March 2025 stood at ₹ 36,869 Crores (excluding L1 Projects of ₹10,628 Crores).

(c) Transfer to General Reserve

During the year under review, your Company has not transferred any amounts to the General reserve. For complete details on movement in Reserves and Surplus during the financial year ended 31st March, 2025, please refer to the 'Statement of Changes in Equity' included in the standalone and consolidated financial statements of this Annual Report.

(d) During the year under review, the following major works were completed:

i. Rehabilitation & Improvement of Water Supply System in Zanzibar- LOT 2 at Tanzania of Zanzibar Water Authority.

ii. Construction of Single Standard Gauge Railway line from Tema to Akosombo on Engineering Procurement and Construction (EPC) Basis of Ghana Railway Development Authority.

iii. Construction of elevated viaduct and 9 Nos. elevated station, Phase I of Kanpur, Uttar Pradesh of Lucknow Metro Rail Corporation Limited.

iv. Design and construction of an underground section from Howrah Maidan station to west end of central Station for Kolkata Metro Rail Corporation Ltd.

v. Design and Construction of Elevated Viaduct of length 2.607 km between Gaddigodam to Sitabuldi (excluding stations) and railway span near Gaddigodam, viaduct and road cum rail flyover (double decker) of length 4.065 km including approach ramps on BOQ basis (excluding stations) in Reach-2, Nagpur of Maharashtra Metro Rail Corporation Limited.

vi. Design, Development, Operation & Maintenance of Smart Streets and elevated Smart Corridor including Beautification of Streets, Streetscape Design, Landscaping and intersection Redesign in Tirupati under Smart Cities mission of Tirupati Smart City Corporation.

(e) During the year under review, the Company has secured/ bagged the following major Contracts:

i. Construction of 150.6 M high concrete gravity dam and appurtenant works across river Gola of Jamrani dam project in district Nainital, Uttarakhand for Uttarakhand Project Development and Construction Corporation Limited of ₹ 2,021.99 Crores.

ii. Construction of Four Lane Bridge across Dharamtar Creek with Approaches connecting Revas to Karanja on Revas-Redi Coastal Highway (MSH-04) in Raigad, Maharashtra on EPC Mode for Maharashtra State Road Development Corporation Limited (MSRDC) of ₹ 2,478.42 Crores.

iii. Construction of water conveyance tunnel from Kasheli (Bhiwandi) to Mulund (Octroi Naka) for Brihanmumbai Municipal Corporation (BMC) of ₹ 1,947.35 Crores.

iv. Design & Construction of Elevated Road from NH4 to Katai Naka, Thane, Maharashtra for Mumbai Metropolitan Region Development Authority (MMRDA) of ₹ 1,981.17 Crores.

v. Design & Construction of Creek Bridge from Kasarvadavli Thane to Kharbav Bhiwandi, Thane, Maharashtra for Mumbai Metropolitan Region Development Authority (MMRDA)of ₹ 1,525.31 Crores.

vi. Design and Build Contract for Development of Container terminal at Tuna Tekra, Kandla, Gujarat, India [Package-1] for Hindustan Gateway Container Terminal Kandla Private Limited of ₹ 1,283 Crores.

vii. Civil works including HM works for construction of 130.6m high Concrete gravity Dam across river Song of Song Dam project, Dehradun, Uttarakhand for Uttarakhand Project Development and Construction Corporation Limited of ₹1,274 Crores.

viii. BH05 part Design of Construction of elevated viaduct 12.9 km and depot line 0.9 km 13 stations for Bhopal Metro Rail Project for Madhya Pradesh Metro Rail Corporation Limited (MPMRCL) of ₹ 1,006.74 Crores.

ix. Infrastructure work on EPC basis in India for Defence Research and Development Organisation (DRDO) of ₹ 919.10 Crores.

x. Design and Construction of Elevated Viaduct and 10 Elevated Stations (excluding architectural finishes, building services, link bridges and entry-exit structure from chainage +60 m to chainage + 10640 m. of Phase II for Kochi Metro Rail Limited of ₹ 967 Crores.

xi. EPC project of a Multi-Purpose Quay & Direct Shipping Ore (DSO) Harbour at Buchanan, Liberia for ArcelorMittal Liberia Limited of ₹ 557 Crores.

xii. Civil Works of "Module factory for Train 2, Box culvert and FW pump house, Stilling basin, Kirloskar yard development, FW tank, Pipe rack & Pipe bridge and 33kva cable trench" at PV factory, Civil works for Effluent Treatment Plant, Civil works for "Sub-Station Building (2 Nos.), Horton sphere foundation" at Polysilicon Plant, UG piping fabrication & laying including associated civil work for Train-1 (5 GW), Mechanical Works of Offsite and Utilities of Train 1, PV Manufacturing Complex, Reliance, Jamnagar for Reliance Industries Limited of ₹ 369.12 Crores.

(f) During the year under review, the Company has emerged as Lowest (L1) bidder for following Projects:

i. Construction of Nagpur – Gondia Access Controlled Super Communication Expressway in the State of Maharashtra on EPC Mode - Package NG-01 from km 0+000 Gavasi Tq. Nagpur (Rural) to km 29+400 Chanoda Tq. Kuhi Dist. Nagpur for Maharashtra State Road Development Corporation Ltd.of ₹ 2,599 Crores.

ii. Construction of Nagpur – Gondia Access Controlled Super Communication Expressway in the State of Maharashtra on EPC Mode - Package NG-02 from km 29+400 Chanoda Tq. Kuhi Dist. Nagpur to km 58+850 Thana Tq. Dist. Bhandara for Maharashtra State Road Development Corporation Ltd of ₹2,849 Crore.

iii. Construction of Access Controlled Pune Ring Road (East) in the State of Maharashtra on EPC Mode Package PRR E5 from Km.72+335 Valati, Taluka Haveli to Km.81+900 Sonori, Taluka Purandar, District Pune (Length-9.565Km) for Maharashtra State Road Development Corporation Ltd. of ₹ 2,718.50 Crores.

iv. Construction of Access Controlled Pune Ring Road (East) in the State of Maharashtra on EPC Mode Package PRR E7 from Km.97.900 Garade, Taluka Purandar to Km.104.140 Shivhare, Taluka Bhor, District Pune (Length-6.240Km) for Maharashtra State Road Development Corporation Ltd. of ₹ 2,068.70 Crores.

v. Water Supply Project for 353 Villages (Chikhli, Simalwara, Jhonthary & Galiyakot Block) of District Dungarpur of Rajasthan, from Kadana Back Water (Mahi Dam) Package-01 (Intake well, WTP and including entire transmission system up to OHSR's) under JJM with Operation and Maintenance for Ten (10) Years after Defect Liability Period of One (1) Year, for Public Health Engineering Department (PHED) Rajasthan to be executed through AFCONS-HINDUSTAN JV of ₹ 393 Crores.

3. INITIAL PUBLIC OFFERING OF EQUITY SHARES AND UTILISATION OF ISSUE PROCEEDS

a. Initial Public Offering

During the year under review, the Company made an Initial Public Offering ('IPO') aggregating to ₹ 5,430 Crores comprising of 11,73,27,139 equity shares. The issue comprised of a fresh issue of 2,70,46,362 equity shares aggregating to IPO proceeds of ₹ 1,250 Crores (i.e. face value of ₹ 10 per share and securities premium of ₹409/- on 5,10,592 equity shares allotted under employee reservation and ₹453/- per share on 2,65,35,770 equity shares allotted to others) and an Offer for Sale ("OFS") of 9,02,80,777 equity shares aggregating to proceeds of ₹ 4,180 Crores (i.e. face value of ₹ 10 each per share and share premium of ₹ 453/- per share). Pursuant to the IPO, equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (Stock Exchanges) on 4th November, 2024.

b. Proceeds from the IPO

The net proceeds of IPO have been partially utilised during FY 2024-25, in line with the objects of the offer. The details of the utilisation of issue proceeds of the IPO are submitted to Stock Exchanges on a quarterly basis and are available on their websites. As on 31st March, 2025, there was no deviation in utilisation of the issue proceeds from the objects stated in offer documents and submitted to Stock Exchanges.

The Company's share of total offer expenses are ₹ 35.37 Crores. The details of IPO proceeds ₹ 1,250 Crores (net of IPO expenses of ₹ 35.37 Crores) which were utilised as at 31st March, 2025 are summarised in table below.

(Amount in ₹ Crores)

Objects of the issue as per the prospectus	Amount to be utilised as per the prospectus	Utilised amount upto 31st March, 2025	Unutilised amount upto 31st March, 2025 *
a. Capital Expenditure towards purchase of construction equipments	80.00	28.33	51.67
b. Funding towards working capital requirements	320.00	320.00	-
c. Prepayment or scheduled repayment of a portion of certain outstanding borrowings and acceptances availed by our Company	600.00	600.00	-
d. General Corporate Purposes (GCP) (Net of Issue expenses)**	214.63	214.63	-
Total utilisation (a+b+c+d)	**1,214.63**	**1,162.96**	**51.67**

**The IPO Proceeds of ₹ 51.67 Crores which were unutilised as at 31st March, 2025 were temporarily invested in fixed deposits of scheduled commercial banks.*

*** During the quarter ended 31st March, 2025, Net proceeds were revised from ₹ 1,206.12 Crores to ₹ 1,214.63 Crores as issue expenses has been revised from ₹ 43.88 Crores to ₹ 35.37 Crores, Unutilised issue expenses of ₹ 8.51 Crores were added to GCP. Hence GCP has been revised from ₹ 206.12 Crores to ₹ 214.63 Crores.*

4. SHARE CAPITAL

a. Authorised Share Capital

As at 31st March, 2025, Authorised Share Capital of the Company is ₹ 1750 Crores divided into 100,00,00,000 equity shares of ₹ 10/- each aggregating to ₹ 1000,00,00,000/- (Rupees One Thousand Crores only) and 75,00,00,000 Preference shares of ₹ 10/- each aggregating to ₹ 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores only).

b. Change in the Issued, Subscribed and Paid-up Share Capital

During Financial Year ("FY") 2024-25, pursuant to the fresh issues of equity shares under IPO, the Issued, Subscribed and Paid-up Equity share capital of the Company was increased by ₹ 27,04,63,620/- resulting in a total paid-up share capital of ₹ 3,67,78,46,310/- as on 31st March, 2025.

During the year under review, your Company has not issued any shares with differential rights, sweat equity shares and /or Preference shares.

5. PROMOTERS

During the year under review, in connection with the IPO of the Company, the Board of Directors via circular resolution approved on 31st July, 2024 has identified Mr. Shapoorji Pallonji Mistry, Mr. Firoz Cyrus Mistry and Mr. Zahan Cyrus Mistry as the Promoters of the Company, with effect from 31st July, 2024, in addition to the existing Promoters namely, Shapoorji Pallonji and Company Private Limited, Goswami Infratech Private Limited and Floreat Investments Limited.

6. DIVIDEND

The Directors are pleased to recommend a Dividend of ₹ 2.50/- per equity share of face value of ₹ 10/- each (25%) for the financial year ended 31st March, 2025 on paid-up share capital of the Company. The Dividend is subject to the approval of the Members at the 49th Annual General Meeting. The dividend of ₹ 2.50/- per equity share of ₹ 10/- each will result in dividend outlay of ₹ 91.95 Crores. In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the shareholders. Accordingly, the Company shall make the payment of the dividend after deduction of tax at source.

Dividend is subject to approval of members at the ensuing Annual General Meeting ("AGM") and deduction of income tax at source. The dividend, if approved by the members, would be paid to those members whose name appear in the Register of Members as on the Record Date mentioned in the Notice convening the AGM. The Dividend payment is based upon the parameters mentioned in the Dividend Distribution Policy approved by the Board of Directors of the Company which is in line with regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

("SEBI Listing Regulations"). There was no change in Dividend Distribution Policy during the year under review. The Policy is uploaded on the Company's website at www.afcons.com/sites/default/files/2024-12/dividend--dstribution-policy-revised_0.pdf.

7. FINANCE

a. During the Year under review, the Company issued Commercial Papers amounting to ₹ 75 Crores matured and the same were repaid on 24th December, 2024.

b. The Company has not defaulted on the payment of any dues to the financial lenders.

c. During the year, Crisil Ratings Limited ("CRISIL") has assigned long term rating of Crisil AA-/Stable for the total Bank-loan facilities of the Company and has assigned rating of Crisil A1+ for commercial paper. Pursuant to the aforesaid rating by CRISIL, your Company had requested ICRA (erstwhile Credit Rating Agency) to withdraw their rating for Company's Bank loan facilities as well as Commercial Paper. In this connection, rating rationale dated March 31, 2025 was published by ICRA towards withdrawal of their credit rating for the Company's commercial paper.

d. During the year under review, the Company has not accepted or renewed any deposits falling within the purview of Section 73 of the Companies Act, 2013 ("Act") read with the Companies (Acceptance of Deposit) Rules, 2014. The requisite return for the FY 2024-25, with respect to the amount(s) not considered as deposit has been filed. Hence, the details relating to unclaimed deposits as required to be furnished in compliance with Chapter V of the Act are not applicable.

8. SUBSIDIARIES / ASSOCIATE / JOINT VENTURE

(a) During the year under review:

(i) The Company, in joint venture with local saudi partner, and has incorporated Subsidiary in the Kingdom of Saudi Arabia in the name of Afcons Contracting Company. The commercial registration was received on 1st August, 2024. The Company has subscribed to 9000 (90%) equity shares of SAR 100 each of Afcons Contracting Company.

(ii) Afcons Overseas Singapore Pte. Ltd., a Subsidiary of the Company, became a Wholly Owned Subsidiary of the Company consequent to the acquisition of the balance 500 (0.99%) Ordinary Shares.

(iii) The Company is in the process of closing down Afcons Infra Projects Kazakhstan LLP, a step down entity of the Company in the Republic of Kazakhstan.

(iv) Pursuant to the completion of Bangladesh project, Ircon Afcons Joint Venture was wound up on 30th September, 2024.

(b) During the FY 2024-25, the Company has 12 Subsidiaries (including foreign and step-down subsidiaries), 1 Joint Venture Company and 15 unincorporated Joint Ventures (Joint Operations) [including Ircon-Afcons Joint Venture upto 30th September, 2024].

(c) Pursuant to the provisions of section 129 of the Act and other applicable provisions, if any, of the Act read with Rule 5 of Companies (Accounts) Rules, 2014 a separate statement containing salient features of the financial statements of the Company's Subsidiaries, Associate company and joint venture in Form AOC-1 is annexed to the Financial Statement of the Company.

(d) The Consolidated Financial Statements presented by the Company include financial statement of the Subsidiaries, Associate Company (i.e. Joint Venture Company) and Joint Ventures (Joint Operations) prepared in accordance with the applicable accounting standards.

(e) In accordance with Section 136 of the Act and the Rules framed thereunder, the Audited Financial Statement, including the Standalone and Consolidated Financial Statements and the related information of the Company as well as the Audited Financial Statement of the Subsidiary Companies, are available on the website of the Company at https://www.afcons.com/en/annual-report.

(f) The Audited Financial Statement of the Subsidiary Companies are not attached with the Financial Statements of the Company. The Company will make available the Financial Statements of the Subsidiary Companies and the related information to any Member of the Company who may be interest in obtaining the same.

(g) The Company has formulated a policy on identification of material subsidiaries in accordance with Regulation 16(1)(c) of the SEBI Listing Regulations and the same is placed on the Company's website at https://www.afcons.com/en/policies-of-company. As at 31st March, 2025, Afcons Singapore Pte. Ltd. is material Subsidiary of the Company.

(h) There are no material changes in the nature of business of the Company or any of its Subsidiaries, Associate Company (i.e. Joint Venture Company) and Joint Ventures (Jointly Control Operations).

9. REGISTRAR AND SHARE TRANSFER AGENT

During the year under review, Link Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company has changed its name to 'MUFG Intime India Private Limited' ("MIIPL") with effect from 31st December 2024. MIIPL is now the RTA of the Company.

10. CORPORATE GOVERNANCE REPORT

Your Company, being a value driven organisation, believes in coherent and self-regulatory approach in the conduct of its business to achieve the highest levels of good corporate governance practices.

In terms of Regulation 34 of the SEBI Listing Regulations, the Corporate Governance Report, together with a certificate from M/s. Parikh Parekh & Associates, Practicing Company Secretary (ICSI Firm Registration Number P1987MH010000) confirming compliance with the Corporate Governance are set out and forms part of this Annual Report.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis Report for the year under review, is presented in a separate section which forms part of this Annual Report.

12. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34 of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report ("BRSR") on initiatives taken from environmental, social and governance perspective, in the prescribed format is available as a separate section of the Annual Report and is also available on the Company's website https://www.afcons.com/en/annual-report.

13. CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. The Company has framed Corporate Social Responsibility (CSR) Policy. The Company has amended the CSR Policy vide board meeting dated 20th March 2025. The policy is available on the website of the Company at https://www.afcons.com/en/policies-of-company.

Pursuant to the provision of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and based on the average net profit of the Company, determined as per the provision of the Act, and after taking into consideration the excess CSR spending of the previous years which was available to the Company for set-off, the Company was required to undertake CSR expenditure of ₹ 3.74 Crores on CSR activities during the period under review. Against this, the Company has spent ₹2.84 Crores during the period under review and the unspent amount of ₹ 0.90 Crores related to the ongoing CSR project activities of the Company which is expected to be completed in the next 3 financial years and the same been deposited in a separate unspent CSR bank account opened with a scheduled bank before the due date, thereby complying with the requirements of Section 135 of the Act.

The detailed report on the CSR activities is annexed as "**Annexure I**" and forms part of this Report.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Board of the Company is duly constituted in accordance with the requirements of Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations.

i. Your Board comprises of 10 Directors (i.e., 3 Executive Directors, 5 Independent Directors and 2 Non-Executive Non-Independent Directors).

ii. Mr. Subramanian Krishnamurthy, Executive Vice Chairman, Mr. Srinivasan Paramasivan, Managing Director, Mr. Giridhar Rajagopalan, Deputy Managing Director, Mr. Ramesh Kumar Jha, Chief Financial Officer and Mr. Gaurang Parekh, Company Secretary are the Key Managerial Personnel ("KMPs") as per provisions of the Act. There has been no change in KMP during the year under review.

iii. Pursuant to the recommendation of the Board of Directors, the Members at the (48th) AGM held on 13th August, 2024 have regularised the appointment of Mr. Sitaram Kunte (DIN: 02670899), Mr. Anurag Sachan (DIN: 08197908), Ms. Rukhshana Mistry (DIN: 08398795), Mr. Atul Sobti (DIN: 06715578) and Mr. Cherag Balsara (DIN: 07030974) as Independent Directors of the Company, not liable to retire by rotation for a term of 5 (five) consequent years.

iv. Mr. Giridhar Rajagopalan's term as a Whole-time Director designated as Deputy Managing Director of the Company expires on 30th June, 2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended his re-appointment for a tenure of Two (2) years commencing from 1st July, 2025 to 30th June, 2027. A resolution seeking Members approval for his re-appointment forms part of the Notice of the 49th AGM.

v. Mr. Subramanian Krishnamurthy, (DIN: 00047592), Executive Vice Chairman of the Company and Mr. Srinivasan Paramasivan (DIN: 00058445), Managing Director of the Company are liable to retire by rotation at the ensuing 49th AGM of the Company and being eligible, offer themselves for re-appointment. The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, has recommended their re-appointment.

vi. Information as required under the Act 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 appointment / reappointment at this AGM is disclosed in the Notice of the said AGM.

15. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

In terms of the provisions of sub-section (3) of Section 178 of the Act and SEBI Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Nomination and Remuneration Policy dealing with the criteria for determining the qualification, positive attributes, independence and other matters for the appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. Further the assessment and appointment of the members to the Board is based on a combination of criteria that includes personal and professional stature, domain expertise and specific qualifications required for the position. The potential independent board member is also assessed on the basis of independence criteria as per Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The said Policy is available on the Company's website i.e. https://www.afcons.com/en/policies-of-company. The remuneration paid to the Directors of the Company is as per the terms laid out in the Nomination and Remuneration Policy.

16. STATEMENT ON EVALUATION OF PERFORMANCE OF DIRECTORS

During the year under the review, in compliance with the provisions of the Act and SEBI Listing Regulations, the Board has carried out an annual performance evaluation of the Board, Committees of the Board, the Individual Directors and the Chairman of the Company. The evaluation was carried out through system driven structured questionnaire taking into consideration various aspects of the Board's functioning and discharge of fiduciary duties by the Board, time devoted by the Board to the Company's long term strategic issues, quality and transparency of Board discussions, timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

The Independent Directors meet at least once in a year. During the year under review, one (1) meeting of Independent Directors was held on 10th March, 2025, without the presence of Executive Directors or Management representatives, whereat the Independent Directors reviewed the performance of the Board of Directors as whole, performance of the Non-Independent Directors (both Non-executive and Executive) and performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and also assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform its duties.

17. DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declaration of independence, as stipulated under section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, from all the Independent Directors confirming that he/ she:

i) meet the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations;

ii) continues to comply with the Code of Conduct laid down under Schedule IV of the Act;

iii) is registered in the Independent Director's Databank maintained by Indian Institute of Corporate Affairs (IICA); and

iv) has in terms of section 150 of the Act read with Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules 2014, undertaken / exempted from undertaking the online proficiency self-assessment test conducted by the IICA.

Further, pursuant to Section 164(2) of the Act, all the Directors have provided declarations in Form DIR- 8 that they have not been disqualified to act as a Director. Also, your Board is of the opinion that the Independent Directors of the Company possess integrity, requisite expertise, experience and proficiency and the details thereof are given in the Corporate Governance Report.

Accordingly, based on the declarations received from all Independent Directors, the Board has confirmed that Independent Directors of your Company fulfil the conditions specified in the Act and SEBI Listing Regulations and are independent of management.

Your Company issued formal letter of appointment to the Independent Directors at the time of their appointment. The terms and conditions of the appointment of Independent Directors are available on the Company's website at https://www.afcons.com/en/reg-46-of-lodr.

18. DISCLOSURE OF EMPLOYEES REMUNERATION

The prescribed particulars of the employees and disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as "**Annexure II**". During the year, the Company had 3892 (Previous Year 4041) permanent employees.

The statement containing particulars of top 10 employees and particulars of employees as required under Section 197(12) of the of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report. In terms of sub-section (1) of Section 136 of the Act, the Annual Report is being sent to the Members and others entitled thereto, excluding the aforesaid information. The said information is open for inspection by any Member interested in obtaining a copy of the same may write to the Company at secretarial@afcons.com.

19. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required to be given under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in "**Annexure III**" forming part of this Board Report.

20. MEETINGS OF THE BOARD

During the period under review, ten (10) meetings of the Board of Directors were held during the FY 2024-25. The details of the meetings of the Board, are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Act and SEBI Listing Regulations.

21. BOARD COMMITTEES

In compliance with the provisions of the Act read with Rules framed thereunder and the SEBI Listing Regulations, your Board has constituted requisite Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Corporate Social Responsibility and Sustainability Committee, Risk Management Committee and Committee of Directors. The Company had also constituted IPO Committee and Committee of Independent Directors, for matters related to Initial Public Offering of the Company which stands dissolved with effect from 23rd November, 2024.

The composition of all such Committees, number of Meetings held during the year under review, brief terms of reference, etc. are given in details in the Corporate Governance Report which forms part of this Annual Report. The minutes of the meetings of all Committees are circulated to the Board for discussion and noting.

During the year under review, all recommendations of the Committees were accepted by the Board.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 of the Act, your Directors hereby state and confirm that:

a. In the preparation of the annual accounts for the year ended 31st March, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures if any;

b. They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2025 and of the profit of the Company for that period;

c. They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. They had prepared the annual accounts on a going concern basis;

e. They had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the Listing of the Company and in terms of Regulation 25(7) of the SEBI Listing Regulations, the details of familiarisation programme for the Independent Directors are mentioned in Corporate Governance Report which forms part of this Report and the said details are also hosted on the website of the Company at https://www.afcons.com/en/policies-of-company.

24. DIRECTORS AND OFFICERS LIABILITY INSURANCE (D&O)

Pursuant to Regulation 25(10) of the SEBI Listing Regulations, the Company has taken the Directors and Officers Liability Insurance ('D&O Insurance') policy for all the Directors including Independent Directors of the Company for indemnifying them against any liability in respect of any negligence, default, misfeasance, breach of duty, or breach of trust for which they may be guilty in relation to the Company.

25. SUCCESSION PLANNING

The Nomination and Remuneration Committee of the Company oversees matters related to succession planning of the Board and Senior Management of the Company. The Company understands that sound succession planning is essential for sustained growth of the Company. Accordingly, the Company has an effective mechanism for succession planning which focuses on orderly succession of Directors, Key Management Personnel and Senior Management.

26. QUALITY, HEALTH, SAFETY & ENVIRONMENT

The Company firmly believes that the pursuit of excellence is one of the most critical components for a competitive success. With Quality, Health, Safety & Environment being an essential part of the Company's policy, it strives to deliver services by maintaining the highest level of Quality, Health, and Safety & Environmental Standards.

The policy of the Company is to conduct its construction business through an established Quality, Health, Safety & Environmental (QHSE) Management System, which aims to achieve customer satisfaction and, in the process, a continual improvement of Company's competencies and competitiveness.

The Company is certified for ISO 9001:2015 for Quality management System, ISO 14001:2015 & ISO 45001:2018 for Occupational Health Safety & Environment Management System. All the three systems are well established, documented, implemented, and maintained across the Company.

The Company has a commendable record in terms of safety at our various project sites and has received awards as well as appreciation letters from our clients, which are detailed below:

A. International Safety Awards:

i. International Safety Awards by British Safety Council (BSC) for following projects:

- Mokamma Railway Bridge Project: Distinction
- Delhi Meerut RRTS, NCRTC – PKG-8: Merit

ii. International Safety Awards (SILVER Category) by Royal Society for the Prevention of Accident (RoSPA) Health and safety award for Delhi Meerut - NCRTC RRTS PKG: 6

B. National Safety Awards:

i. Safety Shield for excellence in Safety by National safety council (NSC) awarded to Liberia project.

ii. National Safety Rating – Star Award 2024 by NSC for the following Projects -

a. Liberia - Five Golden Star Safety rating award

b. Maldives - Four Golden Star Safety rating award

c. Bangalore Metro - Four Golden Star Safety rating award

d. Lonavala - Three Golden Star rating award

e. RVNL-Kolkata - Three Golden Star rating award

f. Kochi - Three Golden Star rating award

g. Koshi Bridge - Three Golden Star rating award

h. Bhanupali Bilaspur Beri Rail project - Three Golden Star rating award

iii. Agra UG Metro Project awarded with" Long Term Planned Intervention Safety Culture Transformation Award in Construction Sector" 9th Annual BBS Conference with IIM Mumbai (Supported by NSC India).

iv. ICC Champions Trophy for Environment Excellence by Indian Chambers of Commerce Kolkata to MAHSR-C2 Project.

v. ICC Environment Excellence Gold Award by Indian Chambers of Commerce Kolkata to Agra UG Metro Rail Project.

vi. 3rd CII Northern Region Green Practices awards waste management champion by Confederation of Indian Industry (CII Awards) to following projects:

a. NCRTC Package - 8

b. Kanpur Metro Rail Project

c. DMCR DC-05

vii. Agra UG Metro Project (4562) won the National HSE Excellence Award 2024 in 'Large Enterprise - Construction Sector' category in Global Safety Summit 2024 (GSS) at the 12th World Safety Summit organized by Fire & Safety Forum in association with United Nations Global Compact Network India.

viii. Construction OHSE Excellence award from World safety Organisation (WSO) – National Office for following projects:

a. UG Metro KNPCC package: 6

b. Bhanupali, Bilaspur & Beri New Rail line, Package: 4

c. Delhi Meerut - NCRTC Pkg: 6

d. Jaipur Metro UG Package – 1C

ix. Environment Excellence award (Silver) from World Safety Organization (WSO) to Bangalore Metro Rail Project.

x. Railway Safety Excellence award to MAHSR C-2 from World Safety Organization (WSO)

xi. ICC -Silver award for Environment Excellence by Indian Chambers of Commerce Kolkata to UG Metro KNPCC 06, Kanpur

xii. India Green Award for the following Projects :

a. NCRTC Package 8: The Green Innovation

b. Kanpur Metro Rail Project: The Green Excellency Award in Environment Management Metro Project

c. DMRC DC-05: The Green Commercial Project of the year.

These milestones are the reflections of the strict HSE standards followed at the worksite and the commitment of AFCONS management towards Quality, Health, and Safety & Environment.

27. AWARDS AND RECOGNITIONS

During the year under review, the Company and its Management has received several awards and recognitions, some of which are detailed below:

a. Dual success at CIDC Awards

Afcons won award at the 15th CIDC Vishwakarma Awards in New Delhi on 4th April, 2024. The Nagpur Metro Reach-2 project won the award in the Best Construction Projects category.

b. Best Sustainability Project Award for Ahmedabad Metro

Ahmedabad Elevated Metro project won the Best Sustainability Project Award at the Bharat CSR & Sustainability Summit & Awards 2024. The Bharat CSR & Sustainability Summit & Awards 2024 is a prestigious gathering of professionals, thought leaders, and innovators in the field of CSR & Sustainability, exploring the latest trends, knowledge sharing, and celebrating excellence.

c. MD honoured as India's Impactful Infra Leader

Managing Director Ms. S. Paramasivan has been honoured with India's Impactful Infra Leader Award at the Times Now India Infra Transformation Summit 2024. The summit, themed "Future-Ready Infrastructure: Roadmap to India 2047".

d. NDTV InfraShakti Award

Afcons won NDTV InfraShakti Award 2024 in the 'Transport Trailblazer' category for the construction of the Chenab Railway Bridge Project in Jammu and Kashmir. The award acknowledges Afcons' phenomenal achievement in constructing the bridge in one of the most isolated, challenging, and sensitive areas of the country, providing a critical link to the Udhampur-Srinagar-Baramulla Rail Link project.

e. Employee Choice Award

Afcons won the Ambition Box Employee Choice Award 2024 (ABECA). It has been ranked in top 3 construction companies in 'Mid-Sized Companies category'. ABECA is India's largest employee choice awards and recognises companies prioritising employee well-being and promoting a supportive workplace culture.

f. Success at Construction World Global Awards

Afcons was declared as the Second-fastest Growing Construction Company in the Ultra Large Category at the Construction World Global Awards 2024. The Company was also awarded for its position in ENR's top 150 international contractors for 2024.

g. Afcons honoured as the Best Private Sector Global Infra Company

Afcons won the 'Atal Shastra Markenomy - BEST Private Sector Global INFRA Construction Enterprise of INDIA' Award at the 9th Atal Shastra Markenomy Awards 2024.

h. Dual success at ET Infra Awards

Afcons won two prestigious awards at the ET Infra Leadership Summit and Awards, held in New Delhi on 13th December, 2024. The East-West Metro, Kolkata, received the award for Excellence in Transportation Infrastructure – Railways, while the Maharashtra Samruddhi Mahamarg PKG-14 secured the award for Excellence in Transportation Infrastructure - Roads & Highways.

i. Chenab Bridge wins Iconic Project of the Year award

Chenab Railway Bridge project received the Iconic Project of the Year Award at the Construction Times Awards 2024, held at the prestigious BAUMA CONEXPO in Greater Noida.

j. Outstanding Tunnel Structure Award for RRTS PKG-8

Delhi-Meerut RRTS PKG-8 project won the Outstanding Tunnel Structure award at the 3rd CE & CR Awards 2024, held in New Delhi.

28. AUDITOR AND AUDITOR'S REPORT

(a) Statutory Auditors and their Report

i. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/W-100018) ("DHS") have been appointed as one of the Joint Statutory Auditors of the Company for a first term of five years effective from the Forty- Sixth (46th) AGM held on 29th September, 2022 till the conclusion of the Fifty-First (51st) AGM to be held in the calendar year 2027. DHS have provided their respective consents, certificates and declarations as required under Section 139 and 141 of the Act and Companies (Audit and Auditors) Rules, 2014.

ii. HDS & Associates LLP, Chartered Accountants (ICAI registration no. W100144) ("HDS") have been appointed as one of the Joint Statutory Auditors of the Company for a second term of five years effective from the Forty-Fifth (45th) AGM held on 27th September, 2021 till the conclusion of the Fiftieth (50th) AGM to be held in the calendar year 2026. HDS have provided their respective consents, certificates and declarations as required under Section 139 and 141 of the Act and Companies (Audit and Auditors) Rules, 2014.

iii. DHS and HDS being the Joint Statutory Auditors of the Company, have conducted Statutory Audit of the Standalone and Consolidated Financial Statement of the Company for the Financial Year 2024-25.

iv. The Audited Standalone and Consolidated Financial Statements of the Company for FY 2024-25 along with the Auditors report have been approved by the Audit Committee and the Board of Directors of the Company at their respective meetings held on 23rd May, 2025. The Statutory Auditor's Report for FY 2024-25 does not contain any qualification, reservations or adverse remarks. The Notes on the Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

(b) Secretarial Auditor and their Report

Pursuant to section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Parikh Parekh & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2024-25. The Report of the Secretarial Auditor is enclosed as "**Annexure IV**" to this Board Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remark.

(c) Cost Auditor

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to prepare and maintain cost records and have the cost records audited by a Cost Accountant and accordingly, as per the recommendation of the Audit Committee, the Board of Directors at its meeting held on 14th June, 2024, appointed M/s. Kishore Bhatia & Associates (Firm Registration No. 00294), a Firm of Cost Accountants as the Cost Auditor of the Company for FY 2024-25 for maintaining such cost accounts and records. The Report of the Cost Auditors for the financial year ended 31st March, 2025 shall be filed with the Ministry of Corporate Affairs within the prescribed period.

Further, the Board at its meeting held on 23rd May, 2025, on the recommendation of the Audit Committee, has appointed M/s. Kishore Bhatia & Associates (Firm Registration No. 00294), a Firm of Cost Accountants as the Cost Auditor of the Company for FY 2025-26 under Section 148 and all other applicable provisions of the Act at a remuneration of ₹ 3,00,000/- plus applicable taxes and out of pocket expenses at actuals. The Cost Auditor has confirmed that their appointment is within the limits of Section 141(3)(g) of the Act and they are free from disqualifications as specified under Section 148(3) read with Section 141(4) of the Act. They have further confirmed their independent status and an arm's length relationship with the Company.

The remuneration payable to the Cost Auditor is required to be placed before the Members at the General Meeting for their ratification. Accordingly, a resolution seeking Members' ratification for the remuneration of M/s. Kishore Bhatia & Associates (Firm Registration No. 00294) FY 2025-26 is included in the Notice convening the AGM.

(d) Reporting of Frauds

None of the Auditors of the Company has identified and reported any fraud as specified under the second proviso of Section 143(12) of the Act during the year under review.

29. COMPLIANCE WITH SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, the Company has complied with applicable Secretarial Standards.

30. INTERNAL FINANCIAL CONTROLS

Your Company has adopted accounting policies which are in line with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under section 133 and other applicable provisions, if any, of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 1956, to the extent applicable.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company's internal financial controls ensure the reliability of data and financial information, accuracy & completeness in maintaining accounting records and prevention & detection of frauds & errors. During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

The Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. The Company has robust management information system, which is an integral part of the control mechanism.

31. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") and other applicable provisions, if any, the Company is required to transfer the amount of unclaimed/unpaid dividend lying with the Company to Investor Education and Protection Fund ("IEPF") established by the Central Government. Also, the shares in respect of which dividend is unclaimed for 7 consecutive years, is required to be transferred to IEPF Authority.

The Company has been regularly sending communications to the Shareholders whose dividends are unclaimed, requesting them to provide/update bank details with the Registrar and Transfer Agent ("RTA")/ Company, so that the dividends paid by the Company are credited to their account in time. Also, all efforts have been made by the Company in co-ordination with the RTA to locate the shareholders who have not claimed their dividend.

Despite several reminders sent to the shareholders *vide* registered post at their registered postal addresses and through newspaper advertisements calling upon the shareholders to claim their unclaimed dividends, 34 shareholders did not claim dividend aggregating to ₹ 37,870/- (Rupees Thirty-Seven Thousand Eight Hundred Seventy only) for FY 2017-18, which remained unclaimed for seven years as on 14th April, 2025. Accordingly, the said unclaimed dividend of ₹ 37,870/- has been transferred to IEPF Authority.

Further, during the period under review, 3 shareholders holding a total of 480 equity shares (constituting a negligible percentage of the total equity shareholding) did not claim dividend for seven consecutive years from the financial year 2017-18. Accordingly, the unclaimed dividend of ₹ 37,870/- (Rupees Thirty Seven Thousand Eight Hundred Seventy only) and 480 equity shares have been transferred to IEPF Authority.

Members who have not yet received/claimed their dividend entitlements are requested to contact the Company or the RTA of the Company. Members can claim from IEPF Authority their dividend entitlements and/or shares transferred to IEPF by following the required procedure and on submission of such documents as prescribed under the IEPF Rules.

32. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March 2025, are set out in Notes to the financial statements of the Company.

33. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered into by the Company during the year under review with related parties were in the ordinary course of business and on an arm's length basis. The Audit Committee has reviewed and approved the said related party transactions during the FY 2024-25. The Company has not entered into any contract/ arrangement/ transaction with related parties that could be considered material in accordance with its policy on materiality of related party transactions or that is required to be reported under Section 134(3)(h) of the Act. Accordingly, Form AOC-2 is not applicable to the Company.

The Company has obtained prior omnibus approval for related party transactions which were of repetitive in nature and entered in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions which could have potential conflict with the interest of the Company at large.

A statement giving details of all related party transactions, is placed before the Audit Committee for review on a quarterly basis.

The details of transactions/contracts/arrangements entered into by the Company with Related Parties during the year under review are set out in the Note. 35 of the Standalone Financial Statements and Note. 34 of the Consolidated Financial Statements, respectively forming part of this Annual Report.

During the year under review, the Company revised its Policy on dealing with Related Party Transactions in accordance with the amendments to applicable provisions of law/SEBI Listing Regulations.

The Company's Policy on dealing with Related Party Transactions, as approved by the Board, is available on the website of the Company at the link: https://www.afcons.com/en/policies-of-company.

34. EXTRACT OF THE ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and section 92 (3) of the Act read with the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as on 31st March 2025 in Form MGT - 7, is available on the website of the Company at https://www.afcons.com/en/annual-report. The Annual Return for the financial year ended 31st March, 2025 shall be filed with the Ministry of Corporate Affairs within the prescribed period.

35. VIGIL MECHANISM POLICY/ WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism Policy/Whistle Blower Policy and has established the necessary vigil mechanism, as envisaged under sub-section (9) of Section 177 of the Act, the Rules framed thereunder and Regulation 22 of SEBI Listing Regulations to provide a channel to the directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the business ethics of the Company or the leak of UPSI.

The Policy provides for protecting confidentiality of those reporting violation(s) as well as evidence submitted and restricts any discriminatory practices against complainants. The Policy also provides for adequate safeguards and protection against victimisation of persons who avail such mechanism. The Policy also facilitates direct access to the Chairperson of the Audit Committee. The Policy can be accessed on the Company's website at https://www.afcons.com/en/policies-of-company.

36. RISK MANAGEMENT

The Company is a global infrastructure major engaged in Engineering, Procurement and Construction ("EPC") business and is exposed to various risks in the areas it operates. In a fast changing and dynamic business environment, the risk of geo-political and economic uncertainties, commodity price variation and currency fluctuation, interest rate fluctuation and cyber threats have increased manifold. The Company's Risk Management Policy outlines guidelines in identification, assessment, measurement, monitoring, mitigating and reporting of key business risks associated with the activities conducted. The risk management mechanism forms an integral part of the business planning and review cycle of the Company. The Company has formulated and implemented a Risk Management Policy which is available on the website of the Company at https://www.afcons.com/en/policies-of-company. The policy is designed to provide reasonable assurance towards achievement of its goals by integrating management control into daily operations, ensuring compliance with legal and safeguarding the integrity of the Company's financial reporting and the related disclosures.

The Company has a mechanism in place to inform the Risk Management Committee and the Board members about risk assessment, minimisation procedures and periodical review thereof. The Risk Management Committee of the Company inter alia reviews Risk Management functions of the Company and ensures appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

The Committee periodically validates, evaluates and monitors key risks and reviews the measures taken for risk management and mitigation. The key business risks faced by the Company and the various mitigation measures taken by the Company are detailed in the Management Discussion and Analysis section which forms a part of this Annual Report.

37. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy for protection of the rights of Women at Workplace. An Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy and the Policy is gender neutral.

The Company provides an equal employment opportunity and is committed for creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. The Company periodically conducts sessions for employees across the organisation to build awareness about the Policy and the provisions of Prevention of Sexual Harassment Act.

The necessary disclosure in terms of requirements of SEBI Listing Regulations in this regard is given below:

a. No. of complaints filed during the Financial Year : NIL

b. No. of complaints disposed off during the Financial Year : NIL

c. No. of complaints pending as on end of Financial Year : NIL

38. OTHER DISCLOSURES/REPORTING

a) No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Buyback of shares.
- Scheme of provision of money for the purchase of Company's own shares by employees or by trustees for the benefit of employees.
- Employee Stock Options Scheme.
- Invitation or Acceptance of fixed deposit from public or shareholders.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither the Managing Director nor the Whole-Time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

c) During the year under review, there is no change in the business activity of the Company.

d) There has been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

e) During the year under review, no application was made or any proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code).

f) During the year under review, there has been no instance of one time settlement with Banks or financial institutions, hence the disclosure relating to the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof is not applicable.

39. NODAL OFFICER

The Company has appointed Mr. Gaurang Parekh, Company Secretary as the Nodal Officer for the purpose of verification of claims filed with the IEPF Authority in terms of IEPF Rules and for co-ordination with the IEPF Authority. The said details are also available on the website of the Company https://www.afcons.com/en/investor-services.

40. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, no significant / material orders were passed / received by the regulators or the Courts or the Tribunals impacting the going concern status and the Company's operations in future.

41. SERVICE OF DOCUMENTS THROUGH ELECTRONIC MEANS

Subject to the applicable provisions of the Act, and applicable law, all documents, including the Notice and Annual Report shall be sent through electronic transmission in respect of members whose email IDs are registered in their demat account or are otherwise provided by the Members. A member shall be entitled to request for physical copy of any such documents.

42. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank all the government and regulatory authorities, financial institutions, banks, auditors JV Partners, Consortium Partners, customers, vendors, suppliers, sub-contractors and all other stakeholders for their valuable continuous support.

The Directors wish to place on record its sincere appreciation for the committed and loyal services rendered by the Company's executives, staff and workers. Your Directors also would like to particularly thank and place on record their gratitude to all the members of the Company for their faith in the management and continued affiliation with the Company.

For and on behalf of the Board of Directors of Afcons Infrastructure Limited

	Subramanian Krishnamurthy	**Srinivasan Paramasivan**
Place: Mumbai	Executive Vice Chairman	Managing Director
Date: 23rd May, 2025	DIN: 00047592	DIN: 00058445

Annexure I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. **Brief outline on CSR Policy of the Company**

   Afcons' CSR Policy aims at implementing its CSR activities in accordance with section 135 of the Companies Act, 2013 ("Act ") and the Rules thereunder. The CSSR Committee periodically reviews the implementation of the CSR activities of the Company. The CSR Policy is available on the website of the Company at https://www.afcons.com/en/policies-of-company .

2. **The Composition of the CSSR Committee**:

Sr. No.	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR Committee	
			Held during the year	Attended during the year
1.	Mr. Subramanian Krishnamurthy	Executive Vice Chairman	3	3
2.	Mr. Anurag Sachan	Independent Director	3	3
3.	Mr. Umesh Khanna	Non-Executive & Non Independent Director	3	3

3. **Web link(s) where composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company**:

   - The composition of the CSSR committee is available on our website, at https://www.afcons.com/en/reg-46-of-lodr
   - The Committee, with the approval of the Board, has adopted the CSR Policy as required under section 135 of the Companies Act, 2013. The CSR Policy of the Company is available on our website, at https://www.afcons.com/en/policies-of-company
   - CSR projects approved by the board – The CSR projects approved by the Board is available on our website at https://www.afcons.com/en/corporate-governance

4. **Executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:** NOT APPLICABLE

5. (a) Average net profit of the Company as per Section 135(5) : ₹ 2,18,33,02,000/-

   (b) Two percent of average net profit of the Company as per Section 135(5) : ₹ 4,36,65,000/-

   (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years : Nil

   (d) Amount required to be set-off for the financial year, if any: ₹ 62,77,469/-

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)): ₹ 3,73,87,531/-

6. (a) Amount spent on CSR Projects : ₹ 2,83,99,500/-
   (both Ongoing Project and other than Ongoing Project)

   (b) Amount spent in administrative overheads : Nil

   (c) Amount spent on impact assessment, if applicable : Not applicable

   (d) Total amount spent for the financial year [(a)+(b)+(c)] : ₹ 2,83,99,500/-

   (e) CSR amount spent or unspent for the FY 2024-25:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the fund	Amount	Date of Transfer
283,99,500	90,00,000	22nd April, 2025	NIL	NIL	NIL

Annual Report 2024-25

Annexure I (Contd.)

(f) Excess amount for set-off are as follows:

Sr. No.	Particular	Amount in ₹ for FY 2024-25
i.	Two percent of average net profit of the Company as per sub-section (5) of section 135	4,36,65,000
ii.	Total amount spent for the Financial Year	3,46,76,969*
iii.	Excess amount spent for the financial year [(ii) – (i)]	NIL
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
v.	Amount available for set-off in succeeding financial years [(iii) – (iv)]	NIL

* this included ₹ 62,77,469/- excess CSR amount of previous financial years adjusted against the required CSR spend for FY 2024-25.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section 6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in Succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
1	FY 2021-22	Nil	Nil	Nil	Nil	-	Nil	Nil
2	FY 2022-23	Nil	Nil	Nil	Nil	-	Nil	Nil
3	FY 2023-24	Nil	Nil	Nil	Nil	-	Nil	Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year.

◯ **Yes** ✓ **No**

If yes, enter the number of Capital assets created/acquired : Not applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): During FY 2024-25, the Company had incurred CSR expenditure of ₹ 2,83,99,500/- (Rupees Two Crores Eighty Three Lakhs Ninety Nine Thousand Five Hundred only) and the balance unspent CSR amount of ₹ 90,00,0000/- (Rupees Ninety Lakhs only) was pertaining to ongoing project of Akami Foundation for Hospital Construction Activity which is expected to be completed within next three financial years. Therefore, this amount was transferred within the stipulated timeline to an unspent CSR account for utilisation during the subsequent financial years in compliance with the provision of the section 135 of the Act and the Rules made thereunder.

Subramanian Krishnamurthy
Executive Vice Chairman &
Chairman of CSSR Committee
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Place: Mumbai
Date: 23rd May, 2025

Annexure II

INFORMATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

PART A

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for FY 2024-25 are as follow:

Name of Director(s)	Designation / Category	Ratio of remuneration of director to the Median remuneration$
Shapoorji Pallonji Mistry	Chairman, Non-Executive & Non-Independent Director	0.30^
Subramanian Krishnamurthy	Executive Vice Chairman, Whole-time Director (WTD)	45.49*
Srinivasan Paramasivan	Managing Director (MD)	41.52*
Giridhar Rajagopalan	Deputy Managing Director (DMD), WTD	25.30*
Umesh Khanna	Non-Executive & Non-Independent Director	1.74^
Atul Sobti	Independent Director	0.84^
Cherag Balsara	Independent Director	0.64^
Sitaram Kunte	Independent Director	1.74^
Rukhshana Mistry	Independent Director	1.48^
Anurag Sachan	Independent Director	1.02^

Notes:

$ Median remuneration of the Company for all its employees is ₹13.20 Lakhs p.a. for FY 2024-25.

* Remuneration to Executive Directors includes fixed pay, retiral benefits, perquisite/allowance, annual increment and annual performance link incentives.

For the FY 2024-25, a special incentive (i.e.one time value creation incentive) was given to Executive Directors, Key Managerial Personnels, Senior Management Personnels and other employees who had completed more than 10 years of services with the Company. A part of the said special incentive was paid to the Executive Directors, Key Managerial Personnels during the FY 2024-25.

The Ratio of remuneration of Executive Director to the Median Remuneration excludes the said special incentive paid during the FY 2024-25.

^ Ratio of remuneration of Non-Executive Directors and Independent Directors to the Median covers their remuneration (in the form of sitting fees for attending the meeting of the Board and various committees) paid during FY 2024-25.

B. Details of percentage increase in the remuneration of each Directors, Chief Financial Officer and Company Secretary in the financial year 2024-25 are as follows:

Name	Designation / Category	Increase/ (Decrease) (in %)
Shapoorji Pallonji Mistry ^	Chairman, Non-Executive & Non-Independent Director	(38.46)
Subramanian Krishnamurthy	Executive Vice Chairman, WTD	10.42 *
Srinivasan Paramasivan	MD	10.55 *
Giridhar Rajagopalan	DMD, WTD	10.50 *
Umesh Khanna ^	Non-Executive & Non-Independent Director	9.52
Atul Sobti ^	Independent Director	Non comparable #
Cherag Balsara ^	Independent Director	Non comparable #
Sitaram Kunte ^	Independent Director	Non comparable #
Rukhshana Mistry ^	Independent Director	Non comparable #
Anurag Sachan ^	Independent Director	Non comparable #
Ramesh Jha	Chief Financial Officer (CFO)	14.73 *
Gaurang Parekh	Company Secretary and Compliance Officer (CS)	9.55 *

Notes:

^ The Remuneration to Non-Executive Directors and Independent Directors is in the form of sitting fees paid to them for attending meetings of the Board and various committees during FY 2024-25 and FY 2023-24 respectively.

The Independent Directors were inducted on the Board of the Company in March 2024. Hence, their remuneration received for part of the FY 2023-24 are not comparable with remuneration paid during FY 2024-25.

* Percentage increase in remuneration to the Executive Director, CFO and CS excludes special incentive (i.e. one time value creation incentive) part of which was paid to them during the FY 2024-25.

Annexure II (Contd.)

C. **The Percentage increase in the median remuneration of all employees in FY 2024-25 was 6.20%**

D. **The number of permanent employees on the rolls of the Company (excluding subsidiaries):** 3892

E. **Average percentiles increase already made in the salaries of employees other than key managerial personnel in the last financial year and its comparison with the percentile increase in the key managerial personnel remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Particulars	Increase/(Decrease) (in %)
Salary of all employees (other than Key Managerial Personnel)	3.74
Key Managerial Personnel	
Salary of WTD, MD, DMD*	10.43 *
Salary of CFO & CS*	13.30 *

Notes:

* The increase in remuneration of Key Managerial Personnel excludes special incentive (i.e. one time value creation incentive) part of which was paid to them during the FY 2024-25.

Justification:

The increase in managerial remuneration is on account of their roles and responsibilities in managing the affairs of the Company and their individual performance, and contribution to the Company's growth over a period of time and also benchmarked against Industry Standard. The said increase in the managerial remuneration is in line with the recommendation of the Nomination and Remuneration Committee and approval of the Board. There were no other exceptional circumstances for higher percentage increase in the managerial remuneration.

F. **Affirmation that the remuneration is as per the Nomination and Remuneration Policy of your Company:** It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Nomination and Remuneration Policy of your Company.

PART B

The statement containing names and other particulars of employees as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. The Annual Report is being sent to all the Members of the Company excluding the aforesaid statement. Any Member interested in obtaining a copy of the same may write to the Company Secretary and same will be provided free of cost to the Member.

For and on behalf of the Board of Directors of
Afcons Infrastructure Limited

Place: Mumbai
Date: 23rd May, 2025

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Annexure III

Information required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are as under:

(A) CONSERVATION OF ENERGY

i. Steps taken or impact on conservation of energy:

- The Company is continuing its effort to convert all sites from fossil power to grid power thereby minimizing the carbon footprint. Approximately 75% of the total projects' energy consumption is sourced from grid electricity. This has been implemented at all sites as per feasibility. The total conversion of fossil power of 76.82 MVA by Grid power of 36.89 MVA considering the sites. The reduction GHG (Green House Gas) emission by 43,706 tons.
- All sites have transitioned to energy-efficient LED lighting for area and office illumination, alongside adopting 5-star rated air conditioning systems to minimize energy consumption.
- All energy-intensive equipment including TBMs, Ventilation systems, gantry cranes, pumps and plants are equipped with Variable Frequency Drives (VFDs) to optimize energy consumption.

ii. Steps taken by the Company for utilising alternate sources of energy:

- The Company has implemented using Battery packed Equipment Energy source instead of Fossil fuel-based energy.
- The Company has also used Battery packed energy sources for lighting on Floating Badges.

iii. Capital investment on energy conservation equipment:

- Invested in Battery Packs for Locomotives & UPS based lighting system.

(B) TECHNOLOGY ABSORPTION

i. Efforts made towards Technology Absorption:

- Sensor Based Tunnel LED lighting implemented to Reduce Energy consumption.
- Indigenous Operated system Implemented for CNC based MS-Plate Rolling machines, Grout plants and Batching Plants.
- Automatic power factor correction panels are installed at all sites where grid power is available used for maximum utilisation of Energy.

ii. Benefits derived like product improvement, cost reduction, product development or import substitution:

- Cost reduction observed by using Battery Packed Equipment for Locomotives for effective operations along with cost reduction.
- Projects dominantly utilized R410A refrigerants known for their low ozone depletion potential (ODP).
- Projects have used industry byproducts like fly ash and Ground Granulated Blast-furnace Slag (GGBS) to replace OPC composition in concrete resulting in reduction of carbon footprint of concrete and increasing service life of the structure.
- Projects have used specialized chemical admixtures to reduce water requirement.
- Installation of Retro fitment of DG sets at various projects, reduce the PM emissions in compliance with local statutory authority requirements.

iii. Information regarding technology imported during the last 3 years:

a. **The details of technology imported:** BEAM-Bore Tunnelling Electrical Ahead Monitoring.

b. **Year of import:** 2023-24

c. **Whether the technology been fully absorbed:** Fully Utilised During Tunnelling Operations.

d. **If not fully absorbed, areas where this has not taken place, reasons hereof and future of action:** Not Applicable

iv. **Expenditure on Research and Development** - NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO (STANDALONE)

(₹ in Crores)

	Current year	Previous year
Earnings	3,564.34	2,931.47
Outgo	3,141.18	3,318.02

Annexure IV

FORM NO. MR-3

Secretarial Audit Report
for the Financial Year Ended 31st March, 2025
[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Afcons Infrastructure Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Afcons Infrastructure Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2025 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time; (Not applicable to the Company during the audit period) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

(vi) Other laws applicable specifically to the Company namely:-

- The Control of National Highways (Land and Traffic) Act, 2002 ("Control of NH Act")
- The Major Port Authorities Act, 2021 ("MPA Act")
- Inland Vessels Act, 2021 ("IVA")
- The Maharashtra Maritime Board Act, 1996 ("MMB Act")
- Coasting Vessels Act, 1838 ("Coasting Act")
- The Merchant Shipping Act, 1958 ("MSA")
- Maharashtra Land Revenue Code, 1966, read with the applicable rules ("MLR Code")
- Maharashtra Regional and Town Planning Act, 1966 ("MRTP Act")

- Maharashtra Tenancy and Agricultural Lands Act, 1948 ("MTAL Act")
- Industries (Development and Regulation) Act, 1951 ("IDAR Act")
- The Legal Metrology Act, 2009 (the "Legal Metrology Act")
- The Electricity Act, 2003 ("Electricity Act")
- Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 ("CEA Regulations")
- Mines and Minerals (Development and Regulation) Act, 1957 ("MMDR Act")
- Jammu & Kashmir Minor Mineral Concession, Storage, Transportation of Minerals and Prevention of Illegal Mining Rules, 2016 ("J&K Rules")
- The Indian Telegraph Act, 1885 (the "Telegraph Act")
- The Explosives Act, 1884 (the "Explosives Act")
- The Petroleum Act, 1934 ("Petroleum Act") and Petroleum Rules, 2002 ("Petroleum Rules")
- Foreign Trade (Development and Regulation) Act, 1992 (the "Foreign Trade Act")
- The Environment (Protection) Act, 1986 (the "EP Act"), and Environmental Impact Assessment Notification, 2006 ("EIA Notification")
- The Coastal Regulation Zone Notification, 2019 ("CRZ Notification")
- The Boilers Act, 1923 ("BA Act")
- The Air (Prevention and Control of Pollution) Act, 1981(the "Air Act") and Air (Prevention and Control of Pollution) Rules, 1982 ("Air Rules")
- The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act") and Water (Prevention and Control of Pollution) Board, 1975 ("Water Rules")
- Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "Hazardous Waste Rules"), as amended by the Hazardous and Other Wastes (Management and Transboundary Movement) Amendment Rules, 2022 ("Amendment Rules")
- The Noise Pollution (Regulation and Control) Rules, 2000 ("Noise Pollution Rules")
- Building and Other Construction Workers' (Regulation of Employment and Conditions of Service) Act, 1996 ("Construction Workers Act")
- Buildings and Other Construction Workers' Welfare Cess Act, 1996 ("BOCW Cess Act")
- The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 ("ISMW Act")
- Contract Labour (Regulation and Abolition) Act, 1970 (the "CLRA Act")
- Dock Workers (Regulation of Employment) Act, 1948 ("DWRE Act")
- Dock Workers (Regulation of Employment) (Inapplicability to Major Ports) Act, 1997 ("Inapplicability to Major Ports Act")
- Dock Workers (Safety, Health and Welfare) Act, 1986 ("DWSHW Act") and Dock Workers (Regulation of Employment) Regulations, 1990 ("DWRE Regulations")
- Apprentices Act, 1961 and Apprenticeship Rules, 1992;
- Child Labour (Prohibition and Regulation) Act, 1986; and Child Labour (Prohibition and Regulation) Rules, 1988;
- Child and Adolescent Labour (Prohibition and Regulation) Act, 1986;
- Employees' State Insurance Act, 1948;
- Employee's Provident Fund and Miscellaneous Provisions Act, 1952;
- Industrial Disputes Act, 1947 and Industrial Disputes (Central) Rules, 1957;
- Industrial Disputes (Amendment and Miscellaneous Provisions) Act, 1956;
- Industrial Employment (Standing Orders) Act, 1946;
- Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by certain Establishments) Act, 1988 as amended by Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by certain Establishments) Amendment Act, 2014;
- Equal Remuneration Act, 1976;
- Maternity Benefit Act, 1961;

Annexure IV (Contd.)

- Minimum Wages Act, 1948;
- Payment of Gratuity Act, 1972;
- Payment of Bonus Act, 1965;
- Payment of Wages Act, 1936;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013; and
- Employee's Compensation Act, 1923 as amended by Employee's Compensation (Amendment) Act, 2017.
- Trade Marks Act, 1999 ("Trademarks Act") and the Trade Marks Rules, 2017 ("Trademarks Rules")

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We report that the Company has an unspent amount of ₹ 90 lakhs towards Corporate Social Responsibility ("CSR") during the year pertaining to ongoing projects and has been transferred to the unspent CSR account of the Company on 22nd April, 2025.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

a. During the year under review, the Company has made an Initial Public Offering ('IPO') aggregating to ₹ 5,430.00 crores comprising of 11,73,27,139 equity shares. The issue comprised of a Fresh issue of 2,70,46,362 equity shares aggregating to IPO proceeds of ₹ 1,250.00 crores (i.e. face value of ₹10 per share and securities premium of ₹409/- on 5,10,592 equity shares allotted under employee reservation and ₹ 453/- per share on 2,65,35,770 equity shares allotted to others) and an Offer for Sale ("OFS") of 9,02,80,777 equity shares aggregating to proceeds of ₹4,180.00 crores (i.e. face value of ₹10 each per share and share premium of ₹453/- per share). Pursuant to the IPO, equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 04th November, 2024.

b. During the Year under review, the Company issued Commercial Papers amounting to ₹75 crores matured and were repaid by the Company on 24th December, 2024.

For Parikh Parekh & Associates
Company Secretaries

Signature

Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN: F010619G000418455
PR No.: 6389/2025

Place: Mumbai
Date: May 23, 2025

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

'Annexure A'

To,
The Members
Afcons Infrastructure Limited

Our report 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 secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Signature

Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN: F010619G000418455
PR No.: 6389/2025

Place: Mumbai
Date: May 23, 2025

Management Discussion and Analysis

GLOBAL ECONOMY

The global economy registered growth of 3.3% in 2024, supported by stable consumption and investment across key regions. Moving ahead, the global economy is projected to grow moderately at 2.8% in 2025 and further grow by 3.0% in 2026 as per IMF. These growth rates mark a slowdown compared to the pre-pandemic averages of 3.7% (2000 – 2019). After enduring several years of prolonged disruptions, the global economy began to stabilise, though growth remained modest and below historical norms. Growth is being supported by resilient private consumption, targeted government investments in certain regions, and technological advancements especially in artificial intelligence. However, the environment has since shifted, as governments across the world reassess their policy priorities and global uncertainties reach heightened levels. Growth remains uneven across regions, reflecting varying domestic conditions, external shocks, and structural constraints. A prominent feature of the global landscape is the rise in geopolitical tensions and escalating trade barriers. The United States has imposed tariffs at levels not seen since the Great Depression significantly dampening trade activity. Consequently, global trade volume is projected to grow by just 1.7% in 2025, well below the rate of overall economic expansion. These developments have eroded business confidence, disrupted supply chains, and raised concerns about long-term innovation and productivity if protectionist trends persist.

The global economy faces multiple interlinked challenges including trade policy uncertainty, persistent inflationary pressures, especially in services and wages, geopolitical conflicts, energy market volatility, climate-related risks, and enduring structural issues such as weak investment, slowing productivity, high debt burdens, and adverse demographic trends. In response, monetary policy easing is being approached cautiously, with advanced economy central banks expected to reduce rates gradually, while emerging markets display a mixed approach based on local inflation dynamics. Governments are increasingly urged to implement decisive policy actions to safeguard trade openness, address debt vulnerabilities, and boost investments in human capital, green infrastructure, and technology to promote resilience and inclusive growth.

Compounding the challenges facing the global economy is the resurgence of tariff wars under the Trump administration, which has introduced sweeping tariffs on imports from major trading partners including the European Union, China, Canada, and Mexico. These measures have raised the average effective US tariff rate to approximately 22.5%, highest since 1909. The ramifications of these trade barriers are extensive. Global trade growth has been revised downward for both 2025 and 2026 due to heightened trade uncertainty and the direct impact of tariffs.

Meanwhile, global supply chains are undergoing notable shifts as businesses reconfigure operations to mitigate geopolitical risks through "de-risking" strategies. These include developing alternative supply chains, diversifying sourcing, nearshoring, and friend-shoring - reshaping global trade and manufacturing patterns, though often at the cost of higher short-term expenses and operational complexity.

Across regions, advanced economies are forecast to grow at a slower but stable pace, around 1.4% in 2025. The United States is expected to moderate to 1.8% growth, with solid productivity gains but constrained by fiscal tightening and labour market softening. Europe is projected to achieve modest recovery with growth near 0.8%, supported by easing monetary conditions and steady household incomes, while Japan's economy is anticipated to rebound to 0.6%, fuelled by rising wages and consumer spending. Inflation in advanced economies is easing more rapidly compared to emerging markets, though services and wage inflation continue to pose challenges.

Emerging markets and developing economies (EMDEs) are expected to grow faster, at around 3.7%, though with significant regional disparities. China's growth is forecast to slow to 4.0% in 2025 amid property sector weaknesses and demographic headwinds, despite policy support. India is expected to remain a global outperformer, with GDP growth projected at 6.2% in FY 2025, driven by robust domestic demand and strong public investment. Latin America, Sub-Saharan Africa, and parts of the Middle East and North Africa are also expected to see moderate growth improvements, helped by domestic consumption and easing financial conditions.

OUTLOOK

Overall, the global economic outlook remains cautious. While growth persists, persistent inflation, elevated geopolitical risks, and structural vulnerabilities pose significant downside risks. Sustained global recovery will depend critically on restoring trade cooperation, maintaining prudent monetary and fiscal frameworks, and investing in productivity enhancing sectors such as technology, energy, and education. International cooperation will be essential to strengthen economic resilience and foster a more inclusive, sustainable growth trajectory.

Trade, a traditional engine of global economic integration, is also expected to expand at a more tempered pace. World trade volume of goods and services are projected to decline from estimated 3.8% in 2024 to 1.7% in 2025 and rising to 2.5% in 2026. This reflects the combined impact of rising protectionism, evolving global value chains, and recalibrated trade partnerships, signalling a shift towards a more fragmented and slower-growing global trade environment.

Real GDP Growth Projections (in %)

Region / Country	2024 E	2025 P	2026 P
World Output	3.3	2.8	3.0
Advanced Economies	1.8	1.4	1.5
United States	2.8	1.8	1.7
Euro Area	0.9	0.8	1.2
Japan	0.1	0.6	0.6
United Kingdom	1.1	1.1	1.4
Emerging Market and Developing Economies	4.3	3.7	3.9
Emerging and Developing Asia	5.3	4.5	4.6
China	5.0	4.0	4.0
India	6.5	6.2	6.3
Emerging and Developing Europe	3.4	2.1	2.1
Latin America and the Caribbean	2.4	2.0	2.4
Middle East and Central Asia	2.4	3.0	3.5
Saudi Arabia	1.3	3.0	3.7
United Arab Emirates	3.8	4.0	5.0
Sub-Saharan Africa	4.0	3.8	4.2

Note: E- Estimated, P- Projected; India growth rates on fiscal year basis (Apr – Mar); other countries growth rates on calendar year basis

(Source: https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025)

INDIAN ECONOMY

Amidst a complex and evolving global landscape marked by divergent growth trends, geopolitical uncertainties, and tighter financial conditions, India has demonstrated sustained macroeconomic strength. FY 2024-25 has seen a series of developments that have not only fortified the domestic economy but also reinforced India's stature as one of the world's fastest-growing major economies. Despite inflationary pressures, external volatility, and fluctuating global demand, India's economic fundamentals have remained robust, reflecting enduring momentum.

The Reserve Bank of India (RBI), in its April 2025 Bulletin, estimates GDP growth at 6.5% for FY 2024-25, supported by resilient private consumption, steady government expenditure, and a healthy rural demand. A strong rabi crop has buoyed rural incomes, while urban consumption remains stable, driven by employment gains in services and a modest but uneven recovery in manufacturing.

In response to this evolving inflation trajectory and with the intent to stimulate economic activity, the RBI reduced the repo rate by 25 basis points to 6.25% in February, 2025 - the first rate cut in five years since May 2020. This was followed by a further reduction to 6.00% in April, 2025. These calibrated moves are aimed at supporting growth at a time when inflation appears to be under control. Additionally, ongoing global uncertainties, exacerbated by trade tensions and reciprocal tariffs introduced by US President Donald Trump, have influenced monetary policy decisions, given their potential to disrupt global trade flows and impact India's export performance. The RBI maintains a calibrated approach, signalling a readiness to shift towards monetary easing if headline inflation continues to converge sustainably toward its medium-term target. Nevertheless, external vulnerabilities have intensified; foreign portfolio outflows and pressures on the rupee underscore risks stemming from a fragile global trade environment and tightening international liquidity.

On the policy front, the government's fiscal strategy - focused on capital expenditure in infrastructure and targeted welfare spending in rural and semi-urban areas - is providing a strong counter-cyclical cushion to economic activity. Challenges persist in areas such as sustaining manufacturing growth, accelerating private investment, and boosting employment opportunities for youth and semi-skilled workers. The RBI emphasises that deepening structural reforms, enhancing productivity, and investing in physical and human capital will be critical to consolidating macroeconomic gains and achieving long-term development objectives.

Despite these headwinds, India's growth outlook remains anchored in optimism, supported by resilient domestic demand, proactive policy management, and ongoing diversification of the economic base. Strong foreign exchange reserves and continued digital transformation further enhance the economy's capacity to weather external shocks and maintain forward momentum.

Outlook

India's economic outlook for FY 2025–26 remains broadly positive, underpinned by dynamic domestic demand, structural policy reforms, and substantial investments across critical sectors. The Reserve Bank of India projects real GDP growth at 6.5% for FY 2025–26, maintaining the same rate as estimated for FY 2024-25. RBI has further projected growth rate of 6.7% for FY 2026-27, highlighting continued recovery momentum. This expansion is expected to be driven by continued infrastructure investments, accelerating digital transformation, rising manufacturing output supported by Production Linked Incentive (PLI) schemes, and sustained rural consumption bolstered by favourable agricultural performance.

Infrastructure development remains a key catalyst for growth, with significant investments directed towards highways, railways, ports, and urban connectivity, improving logistics efficiency and reducing operational costs for businesses across the economy. At the same time, inflationary trends warrant continued vigilance. While headline inflation has moderated, food inflation remains elevated in certain segments, influencing consumer purchasing power and posing challenges for monetary policy calibration. The RBI is likely to maintain a cautious yet adaptive stance, adjusting policy levers as necessary to balance growth and price stability.

Concerns on lingering global market uncertainties and recurrence of adverse weather-related supply disruptions, however, pose upside risks to the inflation trajectory. Taking all these factors into consideration, and assuming a normal monsoon, CPI inflation for FY 2025-26 is projected at 4.0%. While overall price trends suggest a gradual stabilisation, food inflation remains somewhat volatile, necessitating cautious monetary management.

Externally, India continues to navigate an uncertain global environment marked by geopolitical tensions, evolving trade dynamics, and the impact of US tariff policies, which have introduced some volatility in export performance and operational costs. Future tensions between India and Pakistan may further add to the uncertainty, heightening geopolitical risks and potentially impacting investor sentiment and regional trade flows. However, India's diversified trade partnerships, focus on domestic manufacturing, and efforts to enhance supply chain resilience provide important buffers against external disruptions.

Importantly, India's long-term fundamentals remain strong. A large and youthful workforce, rapid urbanisation, and increasing digital penetration are reshaping the economy, fostering innovation, and boosting productivity. The services sector continues to expand dynamically, while emerging sectors such as clean energy, healthcare, and advanced manufacturing are creating new growth opportunities.

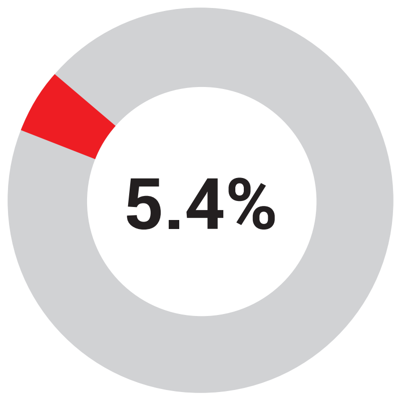
Looking ahead, the government's vision of 'Viksit Bharat' by 2047 offers a comprehensive blueprint for economic transformation, centred on building human capital, expanding infrastructure, and leveraging technology for inclusive growth. Maintaining geopolitical stability will also be critical to realising this vision, as regional frictions, particularly with neighbouring Pakistan, could pose headwinds to progress. With prudent macroeconomic management, India is well-positioned to harness these structural strengths and achieve durable, sustainable progress over the coming decades.

GLOBAL CONSTRUCTION SECTOR

The global construction and infrastructure sector is undergoing a pivotal transformation, fuelled by the intersecting forces of sustainability, rapid urbanisation, digital innovation, and government-led investment. As nations seek to modernise their built environments while addressing climate change and rising urban populations, the sector is emerging as a key pillar of sustainable development and economic momentum.

Contribution of Global construction industry to the global GDP in 2024

Global - Construction Industry Value (USD bn)



(Source: Fitch Solutions - Global Infrastructure Report – Q2 2025) f-forecast

Global Construction industry: Projected to attain a market size of USD 5,937 bn in 2024, the sector is on track to expand to USD 9,287 bn by 2034.

The Asia-Pacific region is likely to play a major role in driving global construction industry growth over the coming years. This is being supported by ongoing urbanisation and significant infrastructure development across countries like India, China, Bangladesh, Indonesia, and Vietnam. As populations grow and economies expand, these nations are making large-scale investments in areas such as transport, housing, smart cities, and clean energy. This steady activity is expected to help maintain consistent growth in the region's construction sector. Given the scale of construction already underway, with Asia-Pacific estimated to have made up nearly 40% of the global construction market by value in 2024, the region is well positioned to continue contributing strongly to global industry trends.

Within the region, India will increasingly contribute to growth, with average annual real growth of 6.3% y-o-y over 2025 and 2026 and of 6.2% y-o-y between 2025 and 2034. The Philippines, Vietnam and Indonesia will also see robust growth over the coming years, with all to see average annual construction industry real growth above 6.0% y-o-y both over 2025 and 2026 and over Fitch's ten-year forecast. Bangladesh is witnessing rapid expansion through infrastructure projects across energy, urban development, and industrial corridors. Meanwhile, Maldives is prioritising sustainable infrastructure, with key investments in renewable energy, connectivity, and climate-resilient coastal defences across its dispersed islands. Mainland China's construction industry will see more modest growth, with average annual growth of 3.6% y-o-y forecast over 2025 and 2026 and of 3.1% y-o-y between 2025 and 2034, down from average annual real growth of 4.7% y-o-y between 2015 and 2024.

MIDDLE EAST AND AFRICA (MEA) INFRASTRUCTURE OVERVIEW

The infrastructure sector in the Middle East and Africa (MEA) is currently in the midst of a transformation, characterised by considerable investment inflows. With a strong governmental emphasis on modernisation and sustainable development, the region is witnessing an increase in large-scale projects focussed on improving connectivity, urban living conditions, and energy security.

Middle East Infrastructure Market

Middle East construction market was valued at USD 298 bn in 2023 and is projected to reach USD 401 bn by 2030, clocking in a CAGR of 2.9% from 2024 to 2030. The Middle East construction market is witnessing sustained momentum driven by mega projects across transportation, energy, residential, and commercial sectors. Countries like Saudi Arabia, the UAE, and Qatar are leading this growth, propelled by economic diversification agendas and Vision 2030 initiatives. The focus is shifting towards smart cities, green infrastructure, and public-private partnerships, further strengthening the region's infrastructure pipeline.

Saudi Arabia's construction industry is projected to maintain a steady and broad-based growth outlook, underpinned by the country's strategic efforts to diversify its economy away from oil dependency. The sector is propelled by an ambitious pipeline of megaprojects and large-scale transport infrastructure developments, aimed at transforming the country's urban landscape and economic base. The ongoing execution of Vision 2030, coupled with the award of the 2034 FIFA World Cup, is expected to drive substantial investments from the Public Investment Fund (PIF) and other government related entities. The United Arab Emirates (UAE) construction industry is expected to sustain its growth trajectory, supported by economic diversification agenda and continued investments in infrastructure development. Transport infrastructure sector is poised to benefit from high urbanisation rates and the government's strategic focus on expanding tourism and enhancing both domestic and international logistical connectivity. Significant investments are planned in port infrastructure, reinforcing the UAE's position as one of the leading global shipping and logistics hub.

African Infrastructure Market

Africa is fast emerging as one of the most dynamic construction markets globally, supported by favourable demographics, rapid urbanisation, and increasing infrastructure investments. The African construction sector is projected to expand from USD 61 bn in 2025 to USD 77 bn by 2030, representing a compound annual growth rate (CAGR) of 4.8%. This sustained expansion underscores the sector's growing role in supporting long-term economic progress across diverse African economies. Sub-Saharan Africa (SSA), in particular, is leading this momentum, with one of the fastest-growing construction sectors worldwide. The region's construction sector is forecast to grow by 5.0% in 2025 and 5.6% in 2026. Over the next decade, SSA is expected to record an average annual growth rate of 5.1%.

In the aftermath of the covid-19 pandemic, several African governments continue to face elevated fiscal pressures, managing higher debt levels and strained public finances. This has led to near-term funding constraints, with some delays and deferment in capital expenditure plans. Despite these headwinds, the medium- to long-term outlook for Africa's infrastructure sector remains positive, supported by structural drivers such as urbanisation, population growth and region's ongoing demand for critical infrastructure. In the near term, government-led infrastructure projects are expected to be the primary growth drivers, supported by ongoing global interest in Africa's natural resources, affordable labour, expanding consumer base, and investment opportunities in sectors such as transport and energy. Supportive economic reforms, commodity price recovery, anti-corruption efforts, and the entrenchment of democratic governance are further enhancing the continent's investment appeal.

Nonetheless, the continent continues to face a significant infrastructure funding gap estimated at USD 68–108 bn annually. To bridge this, strategic investments are being channelled into high-impact areas such as transport, energy, water, and urban development. Major regional initiatives like the African Continental Free Trade Area (AfCFTA) are driving large scale infrastructure projects across roads, railways, ports, and power grids, aimed at enhancing regional integration and boosting economic productivity.

Rapid urbanisation, which is expected to double Africa's urban population by 2050, is further driving demand for critical urban infrastructure including housing, public transport, water supply, and sanitation. Financial institutions such as the African Development Bank, World Bank continue to play a pivotal role in financing large-scale projects, helping to address the continent's infrastructure deficits and enabling inclusive, sustainable economic growth.

EUROPE INFRASTRUCTURE MARKET

The European construction industry is projected to grow by 2.5% in real terms in 2025 and 2.3% in 2026, with the average growth over the ten-year period (2025-2034) expected to be 2.1%, as per Fitch Solutions. Within Europe, Central and Eastern Europe continues to stand out as one of the fastest growing regions, supported by a combination of EU funding, national investment programmes and private sector participation. The region presents diverse infrastructure opportunities, particularly in transportation, energy, and digital connectivity. Significant initiatives are underway to enhance cross-border road and rail connectivity in the region where projects are being supported by both EU structural funds and domestic capital investment programmes. These developments are expected to strengthen regional integration, improve logistics efficiency, and support economic growth across the broader EU market

INDIAN INFRASTRUCTURE MARKET

India is undertaking several large-scale infrastructure projects to imrove connectivity and accelerate economic growth. These initiatives are pivotal to transforming the country's infrastructure landscape and advancing India's aspiration to become a developed nation under Viksit Bharat 2047. The country has already achieved significant milestones in this journey. Notable examples include: Atal Tunnel – the world's longest highway tunnel located at an altitude of 3,000 metres above sea level; East-West Kolkata Metro – India's first underwater metro; Chenab Bridge –tallest single-arch railway bridge in the world. These landmark achievements underscore India's commitment to building world-class infrastructure and setting new engineering benchmarks.

The infrastructure sector is closely linked to the trajectory of economic growth, rendering it inherently cyclical. Furthermore, the majority of infrastructure expenditure in India is funded by the government. The Union Government's capital expenditure priorities across various sectors, including roads, railways and urban infrastructure, are subject to periodic adjustments, reflecting evolving economic needs and policy directions. State governments also play a vital role in driving infrastructure investments, contributing significantly to overall capital expenditure in the economy. However, state level capex tends to be more volatile than central government capex as differing political ideologies and priorities often lead to shifts in investment patterns following changes in state governments. Consequently, the infrastructure capex trajectory within a particular state can witness significant fluctuations post-elections. Despite these challenges, India's infrastructure sector remains a cornerstone of the nation's economic growth and development, fully aligned with the vision of Viksit Bharat 2047.

Total Capital Expenditure (Union Budget 2025-26):

₹ 11.21 Lakh Crores

Reaffirming its commitment to national progress, the Government of India has launched a plethora of initiatives aimed at upgrading transportation infrastructure, refining urban amenities, and expanding digital connectivity. These efforts encompass the development of highways, metros, railways, and airports, as well as the promotion of waterways and ropeway systems, with the aim of fostering inclusive and sustainable development across the nation.

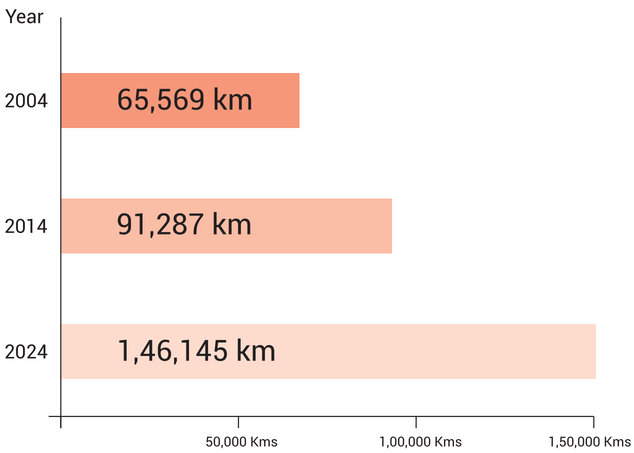
A key feature of India's infrastructure sector is the increasing role of the private sector, which presents substantial opportunities for investment and innovation. Additionally, the government has introduced various incentives to attract private investment and foreign direct investment (FDI), including support for project feasibility studies, land acquisition facilitation, and streamlined environmental clearances. Private sector involvement is also expanding in urban infrastructure through initiatives like 'Cities as Growth Hubs' and 'Creative Redevelopment of Cities,' which aim to leverage competitive, project-based financing models and encourage bond issuances and bank loans alongside PPPs. The 2025-26 budget emphasises improving logistics infrastructure by investing in multimodal parks to reduce transportation costs and enhance market access, further opening avenues for private sector participation.

SURFACE TRANSPORT

Road and Highways

India has the second largest road network in the world and its National Highways span a total length of 1,46,145 km, forming the primary arterial network of the country. Maharashtra has the longest network of national highways in India, with a total length of approximately 18,459 km, followed by Uttar Pradesh at 12,292 km and Rajasthan with 10,706 km in second and third place respectively.

Expansion of National Highways in India



₹ 2.87 **Lakh Crores**

Road Transport & Highways Budget Allocation (FY 2025-26)

This marks a 2.41% increase from the previous year, signalling a continued push for connectivity and economic expansion. The National Highways Authority of India (NHAI) has received a boost in funding, with an allocation of ₹ 1.87 Lakh Crores, up from ₹ 1.69 Lakh Crores in the prior year. The Budget also highlights ambitious plans for expanding the road network, with 15 major projects worth ₹ 44,000 Crores set to be awarded. These projects will cover 937 kilometres, enhancing regional connectivity and fostering economic development.

The Ministry of Road Transport and Highways (MoRTH) has announced an ambitious plan to develop a 50,000 km high-speed highway network across India, adopting a corridor-based approach. This strategy focuses on creating continuous high-speed corridors that ensure consistent standards, enhance user convenience, and improve logistics efficiency. The corridor-based model is designed to integrate major economic zones, facilitating smoother and faster movement of goods and people, which is critical for India's vision of becoming a USD 30 tn economy by 2047. By the end of FY 2024-25, MoRTH aims to operationalise approximately 4,827 km of these high-speed corridors, building on the 4,693 km already operational by December 2024. Completion of several ongoing expressway projects such as the Delhi-Mumbai Expressway, Delhi-Dehradun Expressway, Bengaluru-Chennai Expressway will further provide boost to national connectivity.

In addition to the central government's efforts through agencies like the National Highways Authority of India (NHAI), various state governments are actively developing highways and expressways, contributing significantly to the expansion of India's road infrastructure.

State-wise Highway and Expressway Developments:

- **Maharashtra:** The state government, through the Maharashtra State Road Development Corporation (MSRDC), is executing a grand plan to build nearly 3,000 km of highways aimed at connecting most of its 36 districts within the next five years. This complements the operational 701-km Mumbai-Nagpur Expressway (Samruddhi Mahamarg), which is one of the longest expressway in India and a flagship project for the state. The overall investment for this network is estimated at ₹ 3 Lakh Crores, reflecting Maharashtra's strong commitment to enhancing intra-state connectivity.

- **Uttar Pradesh:** With approximately 1,500 km of expressways, Uttar Pradesh has been a frontrunner in expressway development. Major expressways like the Agra-Lucknow Expressway, Purvanchal Expressway, Bundelkhand Expressway, and Yamuna Expressway are fully operational, significantly reducing travel time and boosting economic activity in the region. The state is also working on the Ganga Expressway and Gorakhpur Link Expressway, expected to be completed soon.

- **Rajasthan:** Rajasthan has developed around 840 km of expressways, including key corridors like the Jaipur-Bandikui Expressway under construction. The state is also part of multi-state expressways such as the Delhi-Mumbai Expressway and the Atal Progress-Way (Chambal Expressway), which are crucial for regional connectivity.

- **Karnataka:** Karnataka has developed around 251 km of expressways, including the operational section of the Bengaluru-Chennai Expressway. The state is also involved in multi-state expressway projects such as the Bangalore-Vijayawada Expressway, expected to enhance connectivity in southern India.

- **Odisha:** Odisha is rapidly upgrading its road infrastructure with projects like the six-laning of the Bhubaneswar-Puri highway and four-laning of the Kanaktora-Telebani section of NH-49. The state is also part of the 464 km Raipur-Vizag economic corridor, with 241 km in Odisha expected to be completed by December 2025 at a cost of ₹ 20,000 Crores. Additionally, the Ranchi-Sambalpur highway and Cuttack-Sambalpur NH-55 are major projects underway, aiming to elevate Odisha's roads to international standards soon.

  Other states like Telangana, Jharkhand, West Bengal, and Madhya Pradesh are also contributing to the expressway network with state-built expressways and participation in national corridor projects.

Award and Construction of National Highways

Sr. No.	Year	Award (in km)	Construction (in km)	Construction (in km / day)
1	FY 2014-15	7,972	4,410	12.1
2	FY 2015-16	10,098	6,061	16.6
3	FY 2016-17	15,948	8,231	22.6
4	FY 2017-18	17,055	9,829	26.9
5	FY 2018-19	5,493	10,855	29.7
6	FY 2019-20	8,948	10,237	28.1
7	FY 2020-21	10,964	13,327	36.5
8	FY 2021-22	12,731	10,457	28.6
9	FY 2022-23	12,376	10,331	28.3
10	FY 2023-24	8,581	12,349	33.8
11	FY 2024-25 (till Dec'24)	3,100	5,853	21.3

(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=2091508)

Railways

India's rail infrastructure has witnessed significant advancements, strengthening connectivity, safety, and urban mobility. India is also pursuing a number of highspeed rail (HSR) projects, with the government attempting to push for progress with the Mumbai-Ahmedabad route. In the high-speed trains, India aims to have 7,000 km of high-speed rail network supporting speeds of 250 km per hour by 2047.

Indian Railways achieved a historic milestone, transporting over 3 Crores passengers in a single day on 4th November, 2024. Flagship initiatives such as the Vande Bharat trains and metro rail expansion are enhancing the passenger experience, modernising transit hubs, and ensuring seamless travel. Additionally, Indian Railways stated that it will achieve 100 % electrification by the end of FY 2025-26. With a strong push under the 'Make in India' vision, the expansion of the railway network underscores the commitment to inclusive growth and efficient transportation.

Over the years, Indian Railway has placed significant emphasis on capacity expansion, particularly through the construction of new tracks and the enhancement of existing rail infrastructure. This focus has been accompanied by a steady increase in both the allocation and utilisation of funds over past several years, aimed at expanding the network and ensuring upkeep of existing lines. As a result, the annual capacity addition has more than doubled, rising from 2,226 km in FY 2019-20 to 5,309 km in FY 2023-24, reflecting the Railways' commitment to strengthening its role as a backbone of India's transportation network.

₹ 2.65 Lakh Crores

Railway Capital Expenditure (2025-26)

These allocated funds will support critical infrastructure initiatives, including track expansion, procurement of rolling stock, electrification, signalling upgrades, and station modernisation. Major focus has been placed on the creating railway track infrastructure with an allocation of ₹ 1.05 Lakh Crores, which includes ₹ 32,235 Crores for the construction of new lines, ₹ 32,000 Crores for line doubling.

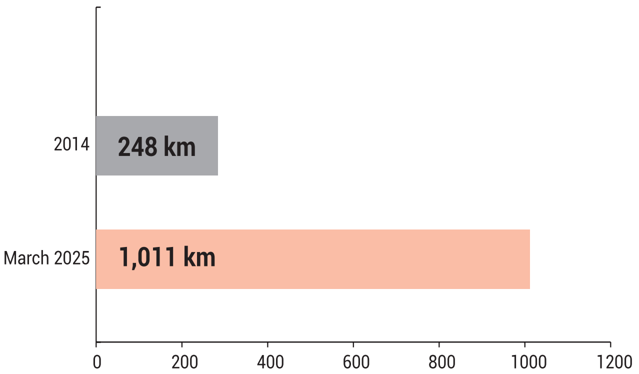
URBAN INFRASTRUCTURE

Indian Government continues to place a strong emphasis on urban infrastructure and has introduced several key measures to support the expansion of sustainable urban transport solutions. Metro Rail has emerged as a cornerstone of this transformation, offering a fast, reliable, and eco-friendly alternative to conventional public transport commuting methods.

Metro Rail Expansion

Over the last decade, India's metro rail systems have been instrumental in strengthening urban transportation infrastructure, alleviating congestion, improving air quality and significantly enhancing the ease of living in urban centres. India's metro network spans over 1,000 km across 11 states and 23 cities, serving millions of commuters daily by providing affordable, safe and efficient urban mobility solutions. With the rapid pace of expansion, India has become home to the third-largest metro network and is on a verge to become second largest metro network in the world, reflecting the country's ambitious metro rail infrastructural development agenda. The metro network has expanded from 248 km in 2014 to 1,011 km by March 2025, covering over 23 cities, supported by substantial investments from both the central and state governments.

Expansion of India's Metro Rail Network

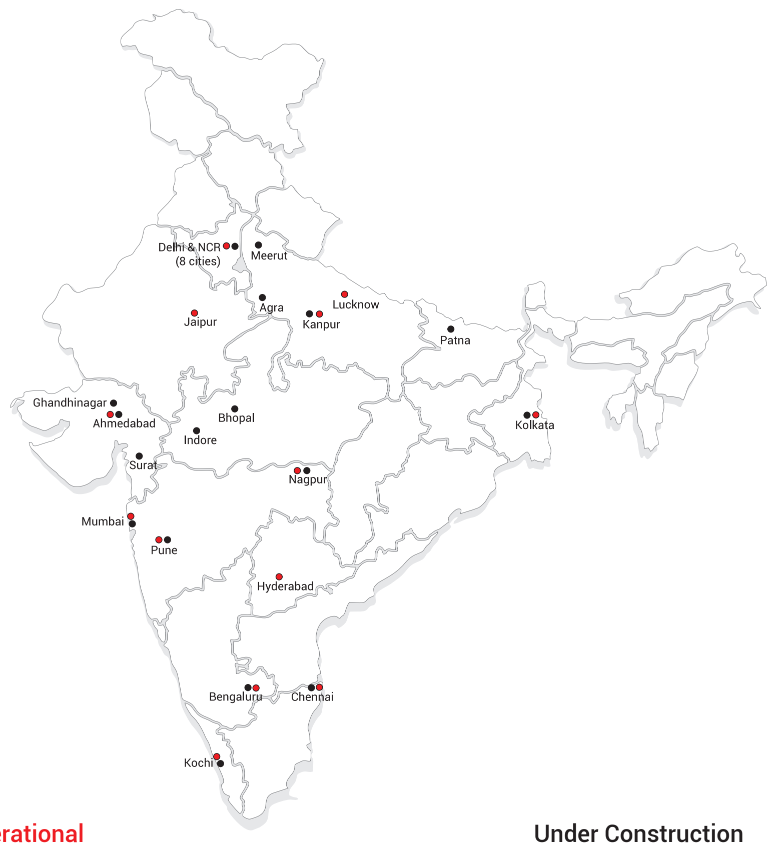


(Source: https://www.pib.gov.in/PressNoteDetails.aspx?NoteId=154085&ModuleId=3&reg=3&lang=1)

In addition to traditional metro systems, India has made significant strides in introducing the Regional Rapid Transit System (RRTS) - a new generation of high-speed commuter rail networks connecting urban centres with their satellite towns. Delhi–Meerut RRTS corridor marks a key milestone in India's efforts to establish multi-modal urban and regional connectivity, further integrating metro, RRTS, and suburban rail networks into a seamless transport ecosystem.

Looking ahead, the government's continued focus on urban transport under Viksit Bharat 2047, coupled with progressive policies and innovative financing models are expected to drive further metro rail expansion.

Metro Rail spread in the Country



Operational

- Delhi & NCR (8 cities)
- Bengaluru
- Hyderabad
- Kolkata
- Chennai
- Jaipur
- Kochi
- Lucknow
- Mumbai
- Ahmedabad
- Nagpur
- Kanpur
- Pune

Under Construction

- Delhi & NCR (8 cities)
- Bengaluru
- Kolkata
- Chennai
- Kochi
- Mumbai
- Nagpur
- Ahmedabad
- Gandhinagar
- Pune
- Kanpur
- Agra
- Bhopal
- Indore
- Patna
- Surat
- Meerut

Source: https://www.pib.gov.in/PressReleasePage.aspx?PRID=1967385

This map is for illustrative purpose only and is not intended to represent the political map of India.

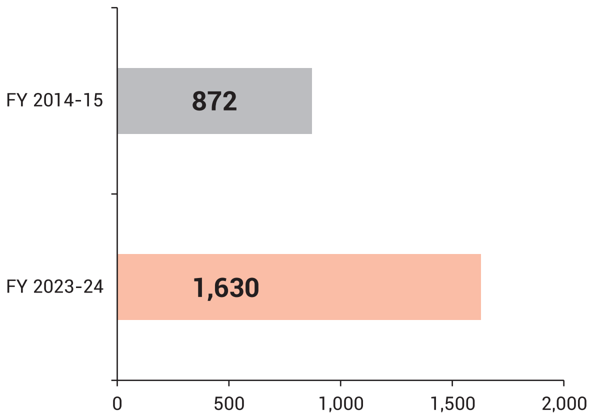
Marine & Industrial

India's strategic location along key global shipping routes, with a vast coastline of approximately 7,517 km, positions it as a vital maritime hub. Maritime transport plays a pivotal role in the nation's trade, handling around 95% of India's trade by volume and approximately 70% by value.

The country's maritime infrastructure is robust and expanding, comprising:

- **12** government-owned major ports
- **217** minor and intermediate ports
- **30** shipyards

Cargo handling Capacity of major ports (in mn tonnes)



(Source: https://www.pib.gov.in/PressNoteDetails.aspx?NoteId=153432)

India also boasts one of the largest merchant shipping fleets among developing nations, currently ranked 20th globally. Being part of the world's busiest trade routes enhances India's economic relevance and underlines the critical importance of the maritime sector in supporting trade and economic growth. Indian Government's Maritime India Vision 2030 (MIV 2030) is aimed at propelling India to global maritime leadership. It seeks to:

- Upgrade ports to global standards
- Promote inland water transport and coastal shipping
- Foster sustainability across maritime operations

MIV 2030 identifies 150+ initiatives across various maritime sectors like ports, shipping and waterways aiming to transform India's maritime sector into a world-class ecosystem through coordinated and accelerated development. Key targets under major initiatives were defined to improve performance and efficiency of Indian maritime sector to best in class levels. Additionally, MIV 2030 outlines an ambitious investment plan of ₹ 3,00,000-3,50,000 Crores across ports, shipping, and inland waterways categories. This strategic roadmap is projected to unlock over ₹ 20,000 Crores in potential annual revenue for Indian Ports. Moreover, MIV 2030 is expected to generate approximately 20 Lakhs additional jobs, both direct and indirect, thereby significantly contributing to employment generation and enhancing overall competitiveness of the Indian maritime sector.

MIV 2030 - Key targets

Key Performance Indicator	2020	Target 2030
Major Ports with >300 MTPA cargo handling capacity	-	3
% of Indian cargo transshipment handled by Indian ports	25%	>75%
% of cargo handled at Major Ports by PPP/other operators	51%	>85%
Average vessel turnaround time (containers)	25 hours	<20 hours
Average container dwell time	55 hours	<40 hours
Average ship daily output (gross tonnage)	16,500	>30,000
Global ranking in ship building and ship repair	20+	Top 10
Global ranking in ship recycling	2	1
Annual cruise passengers	4,68,000	>15,00,000
% share of Indian seafarers across the globe	12%	>20%
% share of renewable energy at Major Ports	<10%	>60%

In addition to the Government's sustained focus, Indian maritime sector has witnessed a progressive increase in private sector participation, supported by enabling policies and robust growth in trade volumes. Private players are playing an increasingly pivotal role in augmenting port infrastructure, particularly in the development of container terminals, multi-purpose berths, and cargo handling systems thereby enhancing the overall efficiency and capacity of Indian ports. Several marquee global and domestic investors have made substantial investments in both brownfield and greenfield port assets encouraged by India's growing trade volumes and the government's initiatives to improve port-led logistics infrastructure. This evolving investment landscape presents significant growth opportunities in the domestic maritime market in the areas of marine structures, port mechanisation, dredging, breakwater construction, and allied infrastructure.

HYDRO & UNDERGROUND

Hydropower is poised to play a pivotal role in shaping India's energy infrastructure, thanks to its unique advantages such as grid stability and balancing support through Pumped Storage Projects (PSPs). With India targeting 500 GW of non-fossil fuel capacity by 2030, the need for flexible, dispatchable energy storage solutions has become critical, particularly to complement the variability of solar and wind power. Recognising this, the Government of India has placed renewed emphasis on fast-tracking the development of PSPs, supported by favourable policy reforms. Several state governments have also initiated competitive bidding processes for PSP development on identified sites, attracting interest from both public and private sector developers. The government's thrust on hydro and incentives for Pumped Storage Schemes is expected to catalyse capacity addition in the coming year. Hydroelectric power capacity is likely to increase from 47 GW as of Dec' 2024 to 67 GW by FY 2031-32. Further, PSP capacity is projected to increase from 4.7 GW to 55 GW by FY 2031-32.

WATER

The Indian government has allotted ₹ 67,000 Crores for Jal Jeevan Mission in Budget 2025-26, while also extending the mission timeline to 2028, underscoring its commitment to providing 100% of rural households with potable tap water within next three years. Since its launch in 2019, the mission has already benefitted around 80% of India's rural population, with several states and union territories like Goa, A&N Islands, Puducherry, D&NH and D&D, Arunachal Pradesh, Haryana, Punjab, Telangana, Mizoram, Himachal Pradesh, and Gujarat achieving 100% Har Ghar Jal status. In addition to water supply, India's water treatment and sewerage sector is witnessing accelerated investments, driven by rapid urbanisation, industrial growth, and rising environmental awareness. Central and state governments initiatives focused on urban sanitation, water reuse along with regulatory tightening, are fuelling the development of wastewater treatment, sewage management and recycling infrastructure. The sector is poised for robust growth with continued policy focus on 100% sewage treatment coverage in urban areas, industrial water reuse, and river rejuvenation programmes.

OIL & GAS

India continues to be the fastest-growing oil consumer globally, with demand increasing by 200 kb/d in 2024, driven by strong industrial activity, rising transportation fuel consumption, and higher household demand for LPG. The country remains the world's second-largest net importer of crude oil. In an effort to enhance energy security and improve price competitiveness, India has been diversifying its crude sourcing strategy, reducing dependence on traditional suppliers while tapping into new markets and discounted cargoes. Concurrently, India continues to expand its Strategic Petroleum Reserves (SPR) to reduce dependence on imported crude oil. The downstream sector continues to witness expansion, supported by increasing refining capacity, upgrades to existing refineries, and expansion of the fuel distribution infrastructure. Investments in pipeline networks and logistics capabilities have further bolstered domestic fuel availability and strengthened India's position as a regional hub for refined product exports. The country is also witnessing an increasing integration of refinery and petrochemical capacities to maximise value addition.

OPPORTUNITIES

Government Initiatives and Funding

The government remains firmly committed to the growth of infrastructure and has made substantial financial provisions to support this objective. In the Union Budget FY 2025-26, ₹ 11.21 Lakh Crores have been allocated to capital expenditure, underscoring importance of infrastructure sector in national development. Additionally, an allocation of ₹ 1.5 Lakh Crores is proposed for providing 50-year interest-free loans to states, enabling them to increase capital expenditure and incentivise participation in infrastructure projects. To further attract foreign investments, the governments has introduced tax incentives designed to create a more favourable environment for investors.

National Infrastructure Pipeline (NIP) Projects (as of May 2025)

Sector	Sub-Sector	Total no. of projects	Total Value
Roads	Roads and Highways	6,552	₹ 45.58 Lakh Crores
Railways	Railways	878	₹ 20.83 Lakh Crores
Water Sector	Waste & Water Sector	1,033	₹ 6.41 Lakh Crores
	Water Resources	626	₹ 12.64 Lakh Crores
Urban Transport	Urban Public Transport	223	₹ 8.04 Lakh Crores
Energy Sector	Electricity Generation	393	₹ 20.97 Lakh Crores
Oil and Gas	Oil and Gas	246	₹ 5.83 Lakh Crores

(Source: https://indiainvestmentgrid.gov.in/opportunities/nip-projects)

Urbanisation

The rapid pace of urbanisation in India is catalysing the need for modern infrastructure to support its growing cities. Initiatives aimed at urban transformation such as metro rail expansion, smart city projects, urban redevelopment programmes, affordable housing schemes, and the Urban Challenge Fund present a wide array of opportunities for infrastructure companies.

Metro rail projects, in particular, have emerged as a key enabler of sustainable urban mobility, offering efficient and eco-friendly transport solutions for densely populated cities. These endeavours are designed to enhance urban living standards and promote sustainable growth, creating significant demand for innovative, scalable infrastructure solutions.

Focus on Sustainable Infrastructure

With sustainability now a critical global imperative, India is increasing its focus on the creation of green and resilient infrastructure. Renewable energy projects, innovative waste management solutions, eco-friendly buildings, and sustainable transportation networks are emerging areas where infrastructure companies can explore and capitalise on substantial opportunities.

National Monetisation Pipeline-II

The second phase of the National Monetisation Pipeline (NMP-II) presents significant opportunities for infrastructure companies, as the Government of India sets an ambitious asset monetisation target of ₹ 10 Lakh Crores over a five-year period from FY 2025-26 to FY 2029-30, with ₹ 1.9–2 Lakh Crores earmarked for FY 2025-26. This phase builds on the success of NMP 1.0, under which the government achieved ₹ 5.65 Lakh Crores of the ₹ 6 Lakh Crores objective amounting to 94% of the initial target, over a four year period from FY 2021-22 to FY 2024-25.

NMP-II will focus on strategic sectors such as coal and mining, highways, power, and railways, while also expanding its scope to infrastructure development on vacant public land. With a reinvestment goal of ₹ 10 Lakh Crores in new projects, this phase is designed to unlock capital for greenfield development, boost private participation, and enhance asset productivity.

The National Highways Authority of India (NHAI) is expected to be the largest contributor in FY 2025-26, followed closely by power, railways, and coal & mining sectors. Road assets alone are projected to generate ₹ 0.3 Lakh Crores through monetisation. Overall, asset monetisation in FY 2025-26 is expected to exceed the ₹ 1.8 Lakh Crores achieved in the previous year by 5–10%.

A wide spectrum of industries will contribute to asset classes and land parcels under NMP 2.0, including:

- Ports
- Warehousing and Storage
- Coal and Mines
- Telecommunications
- Civil Aviation
- Roads and Railways
- Electricity
- Petroleum and Natural Gas
- Urban Infrastructure (including housing and transportation)

COMPANY PROFILE

Founded in 1959, Afcons Infrastructure Limited (referred to as 'Afcons' or 'The Company') is the flagship infrastructure engineering and construction company of the Shapoorji Pallonji Group, a prestigious and multifaceted Indian conglomerate. With a rich history of over sixty years, Afcons has built an exceptional legacy, renowned for executing numerous technologically complex EPC (Engineering, Procurement, and Construction) projects both domestically and on the global stage. Operating across five core infrastructure business verticals, Afcons has built a strong track record of execution excellence, consistently delivering landmark projects on or ahead of schedule.

The Company's equipment base comprises a wide range of heavy machinery and specialised equipment carefully curated to align with its strategic objectives. This extensive inventory, coupled with the capability to internally manage specialised machinery and swiftly mobilise high-tech equipment as required, has been a key enabler in securing and delivering complex, large-scale projects. This has further reinforced the Company's execution capabilities and strengthened its growth outlook.

BUSINESS VERTICAL–WISE PERFORMANCE

Business Vertical	Description	Order Book % (as of 31st March, 2025)
Marine & Industrial	• Ports & Harbours Jetties • Dry Docks • Wet Basins • Breakwaters • Outfall & Intake structure • LNG Tanks • Material Handling Systems	12

Business Vertical	Description	Order Book % (as of 31st March, 2025)
Surface Transport	• Highways & Roads • Interchanges • Mining-related Infra • Railways	5
Urban Infrastructure	• Elevated & Underground Metro Works • Bridges & Flyovers • Elevated Corridors	55
Hydro & Underground	• Dams & Barrages • Tunnels (including large road tunnels) & Underground Works • Water & Irrigation	24
Oil & Gas	• Offshore Oil & Gas • Onshore Oil & Gas	4

RISK AND MITIGATION

Risks	Description	Mitigation
Economic Risk	The infrastructure and construction industry is highly susceptible to shifts in the macroeconomic environment. Volatility in key parameters such as interest rates, inflation, currency exchange rates, and changes in governmental policies can have a profound impact on project costs, timelines, and overall profitability. Economic slowdowns, recessions or reductions in infrastructure investments, both by governmental and private sectors can lead to delays or cancellation of projects, thereby adversely affecting the Company's financial performance and long-term growth outlook.	Afcons mitigates economic risks through a strategically diversified business and robust order book comprising projects in India and international markets, thereby reducing its dependency on any single geography or sector. In the Indian market, the Company's portfolio spans projects funded by central and state governments, as well as private sector clients, ensuring broad exposure across multiple funding sources and reducing vulnerability to sector-specific or policy-driven downturns. Afcons has extensive international operations and has a presence or has delivered projects in 30 countries since inception across Africa, the Middle East, Southeast Asia, and South Asia. This geographic diversification insulates the Company from region-specific economic or political challenges, ensuring stability of revenue streams. Afcons has a consistent track record of project resilience, with no project that has reached execution stage ever been terminated, demonstrating the Company's robust project selection processes, prudent risk assessment practices, and effective project management capabilities. Additionally, Afcons emphasis on projects with protective clauses for escalation, delays beyond its control safeguarding its commercial interests. The Company's focus on critical and strategic infrastructure segments such as metros, expressway, railways further strengthens its position, as these sectors typically continue to receive sustained investment support even during periods of economic slowdown.
Environmental Risks	The infrastructure and construction sector, due to the inherent nature of its operations, is extensively impacted by environmental factors, including unpredictable natural catastrophes. Phenomena like earthquakes, floods,	Afcons adopts multi-pronged and proactive approach to mitigate environmental risks. The Company strives that project contracts include adequate clauses to protect against force majeure events, unforeseen environmental occurrences and natural calamities. Afcons maintains a Contractors All Risk (CAR)

Risks	Description	Mitigation
	hurricanes, tornadoes, and fires pose significant risks, capable of disrupting active projects and creating unforeseen challenges.	insurance policy and other relevant policies across its project portfolio, which provides financial protection against potential losses or damages arising from environmental events, ensuring business continuity and minimizing the financial impact on the company. Detailed due diligence and site-specific risk assessments are conducted at tender stage to evaluate potential environmental and climate risks. For several specific projects, Afcons undertakes detailed weather forecasting and site specific environmental studies during the tender stage to ensure highest standards of safety and preparedness during project execution. The Company has project-specific emergency response plans to manage and mitigate the impact of unforeseen environmental events, minimising disruptions and ensuring workforce safety.
Geographical & International Risk	The Company's international operations expose it to complex management, legal, tax, and economic risks, including difficulties in enforcing contractual rights, foreign currency risks, compliance with foreign laws, and potential adverse tax consequences. Geopolitical tensions in certain countries can also pose risks.	Afcons mitigates geographical and international risks through diverse regional presence across East and West Africa, South Asia, Southeast Asia and the Middle East, ensuring no overdependence on any single country. All overseas project collections are in USD or Euro, eliminating local currency risks. The Company also adopts currency hedging strategies to safeguard against exchange rate fluctuations. Additionally, the Company conducts rigorous legal, tax, and geopolitical due diligence during bid and execution phases and ensures compliance with host country regulations. To foster seamless operations and align with local norms, Afcons partners with regional firms, recruits and trains local workforces, and builds strong relationships with government bodies. This approach not only strengthens its local engagement but also ensures smoother project execution and minimises potential risks arising from geopolitical or legal challenges.
Concentration Risk	The predominant source of the Company's current orders stems from the public sector, encompassing both central and state government contracts. A potential reduction in government capital expenditure or a decline in the financial health of state governments could affect Afcons' growth trajectory and elongate its operational cycle.	Afcons mitigates concentration risks by diversifying its client base across various government authorities, including multiple central and state government agencies, as well as private sector clients. Within state government, the Company target projects from multiple state departments to reduce reliance on any single revenue source. The Company's robust project selection framework emphasises thorough risk assessment, ensuring that the projects it pursues have reliable funding and financial structures, which minimises the risk of funding shortfalls or delays. Afcons also focuses on projects that have strong funding tie-ups and secure financing, targeting projects backed by multilateral agencies such as JICA, World Bank, ADB, AfDB, ensuring a stable financial backing. This approach enables Afcons to maintain a healthy mix of revenue sources and insulates the

Risks	Description	Mitigation
		Company from overdependence on any particular client type or region. Further, Afcons maintains a well-diversified infrastructure portfolio across roads, metros, railways, ports, bridges, hydro, tunnels, water supply, oil & gas. This sectoral diversification mitigates the risk of overexposure to any single infrastructure segment, ensuring a balanced and resilient order book.
Reliance on Suppliers	The Company's reliance on third-party suppliers for key construction materials exposes it to risks, including potential disruptions or deterioration in the quality of supplied goods. Such deficiencies could negatively affect Afcons' market standing, operational efficiency, and financial results. Moreover, uncontrollable external factors could lead to supply chain interruptions, thereby jeopardising the Company's financial health, operational performance, and cash flow stability.	The Company has established long-term and trusted relationships with key suppliers, supported by rate contracts that ensure material availability and price stability. Majority of the Company's projects have escalation clauses, protecting against unforeseen raw material price hikes. During the tendering stage, the SCM team along with BU team conducts comprehensive due diligence to assess supplier capabilities and explore alternative sourcing channels. The Company also maintains a diversified vendor base and regularly conducts supplier performance assessments to ensure quality and reliability. With the help of digital tools, SCM team works closely with project teams to proactively identify potential supply chain issues, enabling real-time tracking and timely corrective actions.
Interest Rate Fluctuations	Afcons is subject to risks arising from interest rate fluctuations, which could reduce the profitability of projects and adversely affect its business, financial condition, and results of operations.	Afcons mitigates interest rate risks through prudent treasury management and disciplined financial planning. The Company maintains an optimal mix of short-term and long-term borrowings to ensure liquidity and cost efficiency. Its strong project selection and risk management framework focuses on securing projects with healthy cash flows during the construction phase, thereby reducing reliance on external working capital financing. Additionally, the Company also strives that contracts and payment terms are in a manner that supports self-sustaining project cash flows. Further, Afcons actively monitors interest rate trends and maintains adequate liquidity buffers to enhance resilience against interest rate fluctuations.
Labour Shortage and Dependence on Contract Labour	Construction and infrastructure companies are confronted with considerable challenges in recruiting and retaining proficient talent, while simultaneously striving to meet the increasing demand for their services. A lack of available skilled workers represents a critical risk to project delivery and productivity benchmarks, particularly when engaging in new undertakings.	Afcons mitigates labour shortage risks by proactively forecasting workforce requirements based on its project pipeline and aligning manpower, equipment, and inventory accordingly. The Company conducts comprehensive training programmes, including dedicated skill enhancement initiatives for both its direct workforce and subcontractor teams, ensuring availability of skilled labour across projects. Afcons also partners with external training institutions to create a steady talent pipeline. To further enhance retention, morale, and productivity, the Company

Risks	Description	Mitigation
		implements robust labour welfare measures such as regular health camps, quality accommodation, and safety-driven incentive schemes.
High Price of Raw Materials	The rising costs of raw materials and cement are hindering the expansion prospects of the construction industry, leading to a marked decline in buyer enthusiasm. Supply chain bottlenecks are contributing to material scarcities. Furthermore, certain international projects undertaken by the Company are based on fixed-price agreements, which limits flexibility in managing these increasing costs.	Afcons mitigates the risks of rising raw material prices through a combination of proactive procurement strategies, contractual safeguards and robust risk management. The Company maintains long-term rate contracts and relationships with key suppliers of steel, cement ensuring price stability and availability. Most projects of Afcons have price escalation clauses enabling it to pass on price hikes to clients, particularly in domestic projects. During the tendering stage, the SCM and BU teams conduct rigorous due diligence to assess raw material needs, evaluate supplier capabilities, and explore alternative sourcing options. Historical data and analytics are used to forecast potential price movements of raw material, which are factored into tender pricing. For fixed-price international projects, Afcons undertakes comprehensive risk assessment and builds contingencies into pricing to mitigate price rise of key materials. The Company also leverages digital tools for real-time tracking and enhanced forecasting accuracy, and maintains buffer inventories to manage short-term supply chain disruptions.
Failure to Qualify For or Win New Contracts	Afcons secures contracts via rigorous competitive bidding process, with its business performance reliant on its proficiency in submitting compelling bids and securing project awards from owners.	With over 60 years of experience across diverse infrastructure segments, Afcons possesses the credentials and technical qualifications to independently qualify and bid for majority of the projects. The Company leverages its extensive historical database of tendering & estimation, pricing trends and market intelligence to sharpen bid strategies and cost estimates thereby enhancing project win rates. Regular benchmarking and cost optimisation initiatives are undertaken to ensure bids remain competitive without compromising profitability. In certain cases where Afcons target a new market, whether in terms of geography or infrastructure sub-sector where it may lack specific PQ or as a risk mitigation strategy, the Company selectively forms JVs or consortiums with reputed domestic and international partners. Additionally, Afcons maintains continuous engagement with clients throughout the project lifecycle, offering innovative, value-added solutions that strengthen client relationships and create differentiation from competitors.

FINANCIAL PERFORMANCE - STANDALONE

Particulars	FY 2024-25	FY 2023-24	Change (%)
Revenues (in ₹ Crores)	12,966.66	13,285.34	(2.40)
EBITDA (in ₹ Crores)	1,759.15	1,571.43	11.95
PAT (in ₹ Crores)	586.13	442.12	32.57
Current Ratio (in times)	1.32	1.06	-
Debt-Equity Ratio (in times)	0.47	0.80	-
Debt Service Coverage Ratio (in times)	0.78	1.66	-
Return on Equity (ROE) (in %)	14.84	15.39	-
Inventory Turnover Ratio (in times)	3.49	3.27	-
Trade Receivables Turnover Ratio (in times)	3.67	4.20	-
Trade Payables Turnover Ratio (in times)	2.16	2.33	-
Net Capital Turnover Ratio (in times)	4.66	22.52	-
Net Profit Ratio (in times)	4.69	3.43	-
Return on Capital Employed (ROCE) (in %)	0.20	0.22	-
Return on Investment (ROI) (in %)	0.08	0.07	-

HUMAN RESOURCES

Afcons views its employees as the linchpin of its organisational strength. Guided by the principle of nurturing leaders from within, the Company dedicates significant resources to identifying, honing, and empowering talent, ensuring that its workforce remains dynamic, capable, and ready to lead.

The Company provides a conducive environment that motivates individuals to showcase their skills, celebrates excellence, and rewards high performance. This thriving and motivating workplace has empowered Afcons to attract, develop, and retain top talent for over six decades. As of 31st March 2025, the total number of employees of the Company stood at 3,892. This workforce reflects a diverse mix of professional backgrounds, qualifications, and deep industry expertise.

The Company continues to invest in its people by fostering a culture of leadership, inclusion, continuous learning, and well-being. With a strong global presence across 13+ countries and a workforce representing over numerous nationalities, Afcons is building a future-ready, diverse, and agile organisation.

The Company's HR strategy in FY 2024-25 focused on digital transformation, employee empowerment, and operational excellence ensuring that the organisation remains aligned with its business goals and capable of navigating a rapidly evolving industry landscape.

Key HR Initiatives in FY 2024-25:

- **Leadership Development:** Under the Central Development Council, programmes like PRAGATI (Project Managers), CMDP (Contract Managers), and SAKSHAM (Project Coordinators) were conducted. Leadership initiatives such as SP SHIKHAR and SP UDAAN, managed by Shapoorji Pallonji Group Centre HR, continued to nurture senior and mid-management talent.
- **Learning & Development:** Through the Afcons Talent Management Academy (ATMA), the Company delivered technical, functional, and behavioural training across domains like civil engineering, equipment, finance, HR, and planning.
- **Employee Well-being:** The Whole Wellness Model addressed physical, emotional, mental, and spiritual health, promoting a balanced and fulfilling work environment.
- **HR Innovation:** End-to-end digitalisation across the HR lifecycle improved efficiency, transparency, and employee experience.
- **Employee Engagement:** Initiatives like *Anubandh*, the *Wall of Unity*, and active social media engagement fostered connection, pride, and collaboration across the organisation.

CAUTIONARY STATEMENT

The Management Discussion and Analysis includes 'forward-looking' statements identified by terms such as 'plans,' 'expects,' 'will,' 'anticipates,' 'believes,' 'intends,' 'projects,' 'estimates,' and similar expressions, as defined under applicable securities laws and regulations. These statements pertain to the Company's future business prospects, strategies for growth, product development, market position, expenditures, and financial performance. However, such 'forward-looking' statements are subject to various risks and uncertainties, and actual results may differ significantly from the projections made.

The uncertainties associated with these statements include, but are not limited to, factors such as fluctuations in earnings, challenges in managing growth, competition (both domestic and international), economic conditions in India and other target markets, the ability to attract and retain skilled professionals, potential time and cost overruns in contracts, challenges in managing international operations, changes in government policies, fiscal deficits, regulatory changes, interest rates, and general economic conditions.

Past performance should not be considered indicative of future outcomes. The Company does not commit to announcing any corrections if these 'forward-looking' statements prove to be materially inaccurate in the future, nor does it undertake to update any 'forward-looking' statements made from time to time on its behalf.

Report on Corporate Governance

In terms of Regulation 34(3) read with para C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a Report on Corporate Governance for the Financial Year ended 31st March, 2025, is presented below:

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance encompasses a set of principles, systems and process that governs a company's conduct of affairs in a manner that ensures accountability, transparency and fairness in all transactions thereby enabling an organisation to perform efficiently and leading to long term wealth and creation of value for all stakeholders.

The Company' Corporate Governance philosophy stems from the belief that corporate governance is critical for enhancing and retaining stakeholders' trust and is a key element in improving efficiency and growth. Your Company believes that a good corporate governance emerges from the application of best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics.

Your Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability thereby paving the way for its long-term success and value creation for all its stakeholders.

Your Company's Corporate Governance practices fully comply with the norms prescribed under the SEBI Listing Regulations. Your Company diligently adheres to all the applicable provisions of these regulations, ensuring that the governance framework is in line with the highest standards of integrity and transparency. Our multiple initiatives towards maintaining the highest standards of governance are detailed in this Report.

Governance Policies

Your Company is committed to conducting its business operations in a manner that is ethical, distinctive, and responsible.

To ensure the consistent implementation of these principles, your Company has adopted and established several Codes and Policies within the organisation. These Codes and Policies serve as guiding frameworks, enabling it to carry out all the functions in an ethical and responsible manner.

Some of the Codes and Policies that have been adopted by the Company are as follows:

a. Vigil Mechanism Policy/ Whistle Blower Policy;

b. Code for Prohibition of Insider Trading, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to Regulate, Monitor and Report Trading by Insiders, containing the Requisite Information as required under the Insider Trading Regulations;

c. Code of Conduct for the Board of Directors and the Senior Management;

d. Policy to Board Diversity;

e. Familiarisation Programme for Independent Directors;

f. Policy for determining material subsidiaries;

g. Related Party Transaction Policy;

h. Risk Management Policy;

i. Policy for Determination of Materiality of Events/ Information;

j. Nomination and Remuneration Policy;

k. Policy on Preservation of Documents & Records;

l. Policy on Evaluation framework of the Board of Directors;

m. Dividend Distribution Policy;

n. Policy on Prevention of Sexual Harassment at Workplace (POSH); and

o. Plan for Succession Planning

The above Code(s) and Policies are available on the website of your Company at https://www.afcons.com/en/policies-of-company.

Code of Conduct

Your Company has adopted the Code of Conduct ('Code') for its Board of Directors, KMP, and Senior Management as per the SEBI Listing Regulations. The Code can be accessed at your Company's website at https://www.afcons.com/en/policies-of-company.

Your Company has received confirmations from all its Directors, KMP, and Senior Management regarding their compliance with the Code of conduct of Board of Directors and Senior Management. **Annexure A** attached to this report, contains a declaration signed by the Managing Director, confirming the compliance of the same.

Your Company is committed to upholding the highest ethical standards and promoting transparency and accountability.

II. BOARD OF DIRECTORS

The Board of Directors ("Board") is at the helm of Company's Corporate Governance. The Board is responsible for the strategic supervision and overseeing the Management performance and governance of the Company on behalf of all our stakeholders. The Board plays a pivotal role in overseeing how the Management serves and protects the short and long-term interests of Members and other stakeholders. The Board is responsible for and committed to upholding sound principles of Corporate Governance in your Company.

a. Composition

The Company' policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors. As on 31st March 2025, the Board comprised of ten (10) Directors out of which three (3) were Executive Directors and the remaining seven (7) were Non-Executive Directors {including five (5) Independent Directors (including therein one (1) Women Independent Director) and 2 (Two) Non-Executive Directors}. The Chairman of the Board is Non-Executive Director.

The composition of the Board is in conformity with provisions of Regulation 17 of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013 ("the Act").

All the Directors possess the requisite qualifications & experience in Leadership, Industry knowledge and experience, Business Development, Finance, Accounts & Audit, Strategic Planning, Corporate Governance including Legal compliance, Public Policy, Business Management & General Administration etc. enabling them to contribute effectively to their capacity as Directors of the Company. The brief profile of the Directors is available on the website of the Company at www.afcons.com.

The day-to-day management of the Company is entrusted with the Executive Directors and the Senior Management Personnel of the Company who function under the overall supervision, direction and control of the Board of Directors.

The details of the change in the composition of the Board forms part of the Board Report.

b. Details of Meetings of Board of Directors and Annual General Meeting held during the period under review, along with attendance of Directors

Detail(s) of Directors

All Directors, except the Independent Directors of the Company, are liable to retire by rotation each year at the Annual General Meeting ("AGM") and, if eligible, offer themselves for re-election. In compliance with Regulation 36(3) of the SEBI Listing Regulations, the details of the Directors proposed to be re-appointed are given in the Notice convening the ensuing AGM.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

Board meetings and Attendance

The Board meets at regular intervals and at least once every quarter to review the Company's operations and to consider, among other businesses, the quarterly performance and financial results of the Company. Additional meetings are held, if necessary, to conduct business. In case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law. Video-conferencing facilities are made available to facilitate Directors to participate in the meetings virtually. The same is conducted in compliance with the applicable laws.

The notice, agenda papers containing the necessary information/ documents were made available to the Board/ Committees in advance separately to each Director in compliance with the applicable laws to enable the Board/ Committees to discharge their responsibilities effectively and to take informed decisions. Where it was not practicable to attach or send the relevant information as a part of agenda papers, the same were tabled at the meeting or/ and the presentations were made by the concerned managers to the Board/ Committees, subject to compliance with legal requirements. Considerable time was spent by the Directors on discussions and deliberations at the Board / Committee Meetings. The Board has accepted all the recommendations of the Committees of the Board of Directors during FY 2024-25.

Information placed before the Board

To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information that is required to be made available to the Directors in terms of provisions of the SEBI Listing Regulations (including as specified in Part A of Schedule II read Regulation 17(7) of the SEBI Listing Regulations) and the Act so far as applicable to the Company, are regularly made available to the Board, whenever applicable, for discussion and consideration. Senior Management Personnels are invited to provide additional inputs for the item being discussed by the Board of Directors as and when necessary.

Further, the Company has adhered to the Secretarial Standards prescribed by the Institute of Company

Secretaries of India and notified by the Central Government in relation to the meetings of the Board and Committees, constituted by the Board ("SS-1") and in respect of General Meetings of Members ("SS-2").

Number of Board Meetings

During the FY 2024-25, Ten (10) Board Meetings were held i.e. on 14th June, 2024, 12th September, 2024, 18th October, 2024, 19th October, 2024, 24th October, 2024, 29th October, 2024, 30th October, 2024, 23rd November, 2024, 13th February, 2025, and 20th March, 2025.

The maximum gap between any two consecutive meetings was less than one hundred and twenty days, as stipulated under Section 173(1) of the Act, Regulation 17(2) of the SEBI Listing Regulations and the Secretarial Standards -1 issued by the Institute of Company Secretaries of India. The necessary quorum was present for all the meetings.

The following table explains the composition of the Company's Board, category, Director's shareholding, number of Board meetings held and attendance of each Directors at such Board meeting and at the last AGM held during FY 2024-25:

Name of the Director	Category	DIN	No. of Shares held on as 31st March 2025	Total no. of Board Meetings during the year 2024-25		Whether attended last AGM held on 13th August, 2024
				Held	Attended	
Mr. Shapoorji Pallonji Mistry	Promoter, Chairman, Non-Executive Director	00010114	-	10	03	Yes
Mr. Subramanian Krishnamurthy	Executive Vice Chairman	00047592	1,30,150	10	10	Yes
Mr. Srinivasan Paramasivan	Managing Director	00058445	98,222	10	09	Yes
Mr. Giridhar Rajagopalan	Deputy Managing Director	02391515	20,385	10	05	Yes
Mr. Umesh Khanna	Non-Executive Director	03634361	448	10	10	Yes
Mr. Sitaram Kunte @	Independent Director	02670899	-	10	09	Yes
Mr. Anurag Sachan @	Independent Director	08197908	-	10	10	Yes
Ms. Rukhshana Mistry @	Independent Director	08398795	-	10	10	Yes
Mr. Atul Sobti #	Independent Director	06715578	-	10	10	Yes
Mr. Cherag Balsara #	Independent Director	07030974	-	10	08	No

@ Mr. Sitaram Kunte, Mr. Anurag Sachan, and Ms. Rukhshana Mistry were appointed as Additional Independent Directors of the Company with effect from 12th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Mr. Atul Sobti and Mr. Cherag Balsara were appointed as Additional Independent Directors of the Company with effect from 24th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Board' Directorship and Committee membership

In terms of the provisions of Sections 165 and 184 of the Act and Regulations 17A and 26 of the SEBI Listing Regulations, the Directors make necessary disclosures regarding the positions held by them on the Board and/ or Committees of other public and/or private companies, from time to time.

On basis of such disclosures, it is confirmed that as on the date of this Report, none of the Directors of your Company :-

(a) hold directorship in more than 7 (Seven) listed companies or acted as an Independent Director in more than 7 (seven) equity listed entities and high value debt listed companies or 3 (three) equity listed entities and high value debt listed companies in case he/she serves as a Whole-time Director/ Managing Director in any listed entity

(b) is a member of more than 10 (Ten) committees or chairperson of more than 5 (Five) committees (considering only Audit Committee and Stakeholders Relationship Committee) across all Indian Public companies (listed or unlisted) in which he/ she is a Director; and

As on 31st March, 2025, the number of Directorship and the number of positions held as Member/ chairperson of the Committees of the Board of Directors in listed entities including the Company along with the names of the listed entities wherein the Directors holds directorship are as follows:

Report on Corporate Governance (Contd.)

Name of the Director	No of Directorship held in listed Companies including this listed entity $	Number of Chairmanships/ Memberships in Board Committees as at 31st March, 2025 in Public Companies (listed or not) including this listed entity *		Name of the Listed Entities including this listed entity where the Director holds Directorship	Category of Directorship
		Chairman	Member (includes Chairmanship)		
Mr. Shapoorji Pallonji Mistry	1	-	-	Afcons Infrastructure Limited	Non-Executive & Non-Independent Director
Mr. Subramanian Krishnamurthy	1	-	-	Afcons Infrastructure Limited	Executive Vice Chairman
Mr. Srinivasan Paramasivan	1	-	1	Afcons Infrastructure Limited	Managing Director
Mr. Giridhar Rajagopalan	1	-	-	Afcons Infrastructure Limited	Deputy Managing Director
Mr. Umesh Khanna	2	-	3	1. Afcons Infrastructure Limited 2. Sterling And Wilson Renewable Energy Limited	Non-Executive & Non-Independent Director
Mr. Sitaram Kunte @	2	2	4	1. Afcons Infrastructure Limited 2. Protium Finance Limited - Debt Listed 3. Deepak Fertilizers and Petrochemicals Corporation Ltd	Independent Director
Mr. Anurag Sachan @	1	-	1	Afcons Infrastructure Limited	Independent Director
Ms. Rukhshana Mistry @	3	2	4	1. Afcons Infrastructure Limited 2. Sterling and Wilson Renewable Energy Limited 3. Allied Blenders and Distillers Limited	Independent Director
Mr. Atul Sobti #	1	-	-	Afcons Infrastructure Limited	Independent Director
Mr. Cherag Balsara #	2	-	1	1. Afcons Infrastructure Limited 2. Sterling and Wilson Renewable Energy Limited	Independent Director

Note :

$ Excludes Directorship in Foreign Companies & Companies registered under section 8 of the Act.

* Chairmanships / Memberships of Audit Committee and Stakeholders Relationship Committee in the listed entities (includes Chairmanships / Memberships in the Company) have been considered.

@ Mr. Sitaram Kunte, Mr. Anurag Sachan, and Ms. Rukhshana Mistry were appointed as Additional Independent Directors of the Company with effect from 12th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Mr. Atul Sobti and Mr. Cherag Balsara were appointed as Additional Independent Directors of the Company with effect from 24th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Inter-se Relationship among Directors

The Directors of your Company are not related to each other in anyway.

Selection of New Director and Board Membership Criteria

The Nomination and Remuneration Committee of the Board ("NRC") plays a vital role in formulating and recommending to the Board the necessary qualifications, positive attributes, characteristics, skills and experience required for the Board as a whole, as well as its individual members. The objective is to ensure that the Board comprises individuals with diverse backgrounds and experience in key areas such as business leadership, strategy, operations, technology, finance & accounts, governance, and government/regulatory affairs. The NRC focuses on creating a well-rounded and effective Board by assessing the desired skills and expertise needed to drive your Company's growth and success. This approach helps to maintain a balanced and competent Board that can provide strategic guidance and oversight in a dynamic business environment. Furthermore, the Nomination and Remuneration Policy is available on the website of your Company at https://www.afcons.com/en/policies-of-company. This policy outlines the framework and criteria used to evaluate potential Directors and assess their independence, ensuring that the highest standards of corporate governance are upheld.

Board Skill Matrix highlighting core skills / expertise / competencies of the Board of Directors

The members of the Board are committed towards ensuring that the Board is in compliance with the highest standards of Corporate Governance. The Board of your Company is structured by having the requisite level of qualifications, professional background, expertise and special skills.

In terms of requirements of the Listing Regulations, the Board, after taking into consideration the Company's nature of business, core competencies, and key characteristics has identified the following core skills/ expertise/ competencies of the Directors in the context of the Company's business:

Sr No.	core skills/ expertise/ competencies	Attribute of such skill and competencies
1	Leadership	Experience of leading an entity at the highest level. Ability to mentor, inspire and motivate the Management to channelize its energy/efforts in appropriate direction.
2	Industry knowledge and experience	Should possess domain knowledge of the businesses of the Company. Ability to leverage the development in engineering, technology and other areas for betterment of Company's business.
3	Strategic Planning and Business Development	Ability to envision the future, Plan business development strategies, networking skill for developing and tapping business opportunities.
4	Business Management & General Administration	Managing business operation, providing strategic goals, direction and decision for effective management of the businesses of the Company
5	Expertise/Experience in Finance & Accounts / Audit/Risk Management	Ability to understand financial policies, accounting statements, Evolving risk management policies/ practices across business lines and geography of operations.
6	Corporate Governance including Legal compliance	Sound understanding of Corporate and allied laws applicable to the Company, experience in setting corporate governance practices and establishing robust legal compliance and governance system.
7	Experience and Exposure in policy shaping and industry advocacy	Experience in Public Policy and Regulatory functioning and implementation of Government policies.

Report on Corporate Governance (Contd.)

The mapping of the Skill Matrix for all Directors is as follows:

Name of the Director	Leadership	Industry knowledge and experience	Strategic Planning and Business Development	Business Management & General Administration	Expertise/ Experience in Finance & Accounts / Audit / Risk Management	Corporate Governance including Legal compliance	Experience and Exposure in policy shaping and industry advocacy
Shapoorji Pallonji Mistry	✓	✓	✓	✓		✓	
Subramanian Krishnamurthy	✓	✓	✓	✓	✓	✓	
Srinivasan Paramasivan	✓	✓	✓	✓	✓	✓	✓
Giridhar Rajagopalan	✓	✓		✓			
Umesh Khanna		✓		✓	✓	✓	
Sitaram Kunte @		✓		✓	✓	✓	✓
Anurag Sachan @		✓			✓	✓	✓
Rukhshana Mistry @		✓			✓	✓	
Atul Sobti #		✓		✓	✓	✓	✓
Cherag Balsara #		✓				✓	

Note :

@ Mr. Sitaram Kunte, Mr. Anurag Sachan, and Ms. Rukhshana Mistry were appointed as Additional Independent Directors of the Company with effect from 12th March, 2024 and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Mr. Atul Sobti and Mr. Cherag Balsara were appointed as Additional Independent Directors of the Company with effect from 24th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

Independent Directors

Independent Directors play a significant role in the governance process of the Board. By virtue of their varied expertise and experience, they enrich the Board's decision-making and prevent possible conflicts of interest that may emerge in such decision-making.

The Independent Directors on the Board of your Company are experienced, competent and highly respected individuals in their respective fields, which brings an ideal mixture of expertise, professionalism, knowledge, and experience to the table.

The appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The NRC identifies candidates based on laid down criteria and takes into consideration the balance of skills, knowledge and experience in addition to the need for diversity of the Board and accordingly makes its recommendations to the Board.

The Board of Directors, upon recommendation of the NRC, appointed Mr. Sitaram Kunte, (DIN: 02670899), Mr. Anurag Sachan, (DIN: 08197908), Ms. Rukhshana Mistry (DIN:08398795) as Additional Independent Directors on the Board of the Company with effect from 12th March, 2024, and Mr. Atul Sobti (DIN:06715578), Mr. Cherag Balsara (DIN:07030974) with effect from and 24th March, 2024. Their appointments were approved by the Members at the 48th AGM held on 13th August, 2024, for a period of 5 (five) consecutive years from their respective dates of appointment.

Basis the declarations received from the Independent Directors, in the opinion of the Board, the Independent Directors of the Company fulfil the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read conjointly with Section 149(6) of the Act and that, they are independent of the management. The maximum tenure of the Independent Directors is in compliance with the Act. As required under Schedule IV of the Act, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of their appointment are also posted on the Company's website and can be accessed at https://www.afcons.com/en/policies-of-company. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the

Indian Institute of Corporate Affairs.

No Independent Director had resigned during the Financial Year 2024-25.

Separate Meeting of Independent Directors

In compliance with Regulation 25(3) of the SEBI Listing Regulations and Schedule IV to the Act, a separate meeting of the Independent Directors of the Company was held on 10th March, 2025, without the presence of Non-Independent Directors and Members of the Management, inter alia, to discuss, review and assess:

- Performance of non-independent directors and the board of directors as a whole;
- Performance of the Chairperson of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the above meeting.

Board Induction, Training and Familiarisation Programme for Independent Directors:

The Company conducts familiarisation programs for Independent Directors to enable them to understand their roles, rights and responsibilities. At the time of appointment of Independent Directors, they are given detailed orientation on the Company, industry, strategy, policies and Code of Conduct, regulatory matters, business, financial matters, human resource matters and Corporate social responsibility initiatives of the Company.

Your Company through its senior managerial personnel/ official(s) conducts programs/ presentations at Board and Committee meeting to familiarise the existing Directors as well as new Directors with the strategy, operations and functions of your Company. Such programs/ presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and helps them to understand the Company's organisation structure, finance, human resources, risk management strategies, businesses and the industry as a whole. Periodic presentations are also made at the Board and Committee meetings which facilitates them to clearly understand the business of the Company and the environment in which the Company operates. Operational updates are provided for them to have a good understanding of Company's operations, They are periodically updated on material changes in regulatory framework and its impact on the Company.

The Board has adopted a Policy on Familiarisation Programme for the Independent Directors which aims to provide significant insight into the business of the Company. The details of the Company's Policy of conducting familiarisation programme are also available on the website of the Company i.e. https://www.afcons.com/en/policies-of-company

Detailed reasons for the resignation of an Independent Director who resigns before the expiry of the term.

Sr No.	Name of the Independent Director	Detailed Reasons for the resignation
NIL		

III. COMMITTEES OF THE BOARD

The Company has over the years maintained the highest standards of corporate governance and has had the foresight to set up corporate governance practices in line with the requirements of SEBI Listing Regulations.

The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. These Committees spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these Committees lend immense value and support, thus enhancing the quality of the decision-making process of the Board.

The Committees operate as the Board's empowered agents according to their charter/ terms of reference. Each Committee demonstrates the highest level of governance standards and has the requisite expertise to handle issues relevant to its field. The Board reviews the functioning of these Committees from time to time.

The meetings of each of these Committees are convened by the respective Chairpersons. The minutes of the Committee meetings are sent to respective Members of the Committee for their approvals/ comments as prescribed in SS-1 and after the minutes are duly approved, these are circulated to the Board of Directors and are presented at the Board meetings.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained hereunder.

A. Audit Committee

(i) Brief Description

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes, reviewing the

Company's established systems and processes for internal financial controls and governance and reviews the Company's statutory and internal audit processes.

The composition, quorum, powers, role and scope of the Audit Committee are in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

All the members of the Audit Committee are financially literate and possess expertise in the fields of accounting and financial management.

(ii) Composition, Meetings and Attendance

The Committee comprises of Three (3) Members out of which Two (2) are Independent Directors.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the Audit Committee:

Name of the Member	Category	Position	No. of Meetings	
			Held	Attended
Ms. Rukhshana Mistry	Independent Director	Chairperson	6	6
Mr. Sitaram Kunte	Independent Director	Member	6	6
Mr. Umesh Khanna	Non-Executive & Non Independent Director	Member	6	6

During the year under review, the Audit Committee met 6 (Six) times, i.e. on 14th June, 2024, 12th September, 2024, 4th October, 2024, 23rd November, 2024, 13th February, 2025, and 20th March, 2025. The gap between two meetings did not exceed 120 days.

The Executive Directors and Chief Financial Officer are invited to attend meetings of the Committee. The Committee also invites representatives of the Statutory Auditors and Internal Auditor as and when their presence at the meeting of the Committee is considered appropriate.

As on date of this Report, the Committee comprises of 3 Members, who are financially literate and have relevant finance and/or audit exposure. The quorum of the Committee is two members or one-third of its members, whichever is higher.

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the Audit Committee.

Ms. Rukhshana Jina Mistry, Chairperson of the Audit Committee, was present at the Forty-Eighth (48th) AGM of the Company held on 13th August, 2024, for answering the queries of the Members.

(iii) Terms of Reference

The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

The scope, functions and terms of reference of the Audit Committee inter alia cover the following matters:

a) The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee of the Company.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise if it considers necessary; and
5. Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

b) The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process, examination of the financial statements and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommendation to the board of directors for appointment, re-appointment and replacement, removal, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, or any other external auditor, of the Company and the fixation of audit fees and approval for payment for any other services.
3. Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act.
   (ii) Changes, if any, in accounting policies and practices and reasons for the same.
   (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company.
   (iv) Significant adjustments made in the financial statements arising out of audit findings.
   (v) Compliance with listing and other legal requirements relating to financial statements.
   (vi) Disclosure of any related party transactions; and
   (vii) Qualifications / modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly, half yearly and annual financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the Company, wherever it is necessary;

13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Reviewing the functioning of the whistle blower mechanism;
21. Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function and who will be designated as the CFO of the Company) after assessing the qualifications, experience and background, etc., of the candidate;
22. Carrying out any other functions as provided under or required to be performed by the audit committee under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws;
23. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
24. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
25. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
26. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per the SEBI Listing Regulations;
27. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation *etc.*, on the listed entity and its shareholders; and
28. Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

c) The Audit Committee shall mandatorily review the following information:

(i) Management discussion and analysis of financial condition and results of operations;

(ii) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;

(iii) Internal audit reports relating to internal control weaknesses;

(iv) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;

(v) Statement of deviations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

b. annual statement of funds utilised for purposes other than those stated in the issue document/ prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations; and

(vi) Review the financial statements, in particular, the investments made by any unlisted subsidiary

B. Nomination and Remuneration Committee

(i) Brief description

The constitution, scope and powers of the Nomination & Remuneration Committee ("NRC") of the Board of Directors, are in accordance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. NRC, inter alia, discharges the Board's responsibilities relating to the appointment and remuneration of the Managing Director, Executive Directors, Key Managerial Personnel & Senior Management personnel.

(ii) Composition, Meetings and Attendance

The Composition of NRC is in accordance with the provisions of Section 178(1) of the Act and Regulation 19 of the SEBI Listing Regulations. The Committee comprises of Three (3) Members out of which Two (2) are Independent Directors.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the NRC:

Name of the Director	Category	Position	No. of Meetings	
			Held	Attended
Ms. Rukhshana Mistry	Independent Director	Chairperson	3	3
Mr. Sitaram Kunte	Independent Director	Member	3	3
Mr. Shapoorji Pallonji Mistry	Non-Executive & Non Independent Director	Member	3	2

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the NRC.

During the Financial Year ended 31st March, 2025, the Committee met Three (3) times, i.e. on 12th September, 2024, 4th February, 2025 and 18th March, 2025.

Ms. Rukhshana Mistry, Chairperson of the NRC, was present at the Forty-Eighth (48th) AGM of the Company held on 13th August, 2024, to answer the queries of the Members.

(iii) Terms of Reference

The broad terms of reference of the NRC, as approved by the Board in terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, inter alia, include the following:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

The NRC, while formulating the above policy, should ensure that:

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully.

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

b. For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the NRC may:

   (i) use the services of any external agencies, if required;

   (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

   (iii) consider the time commitments of the candidates.

c. Formulation of criteria for evaluation of performance of independent directors and the Board;

d. Devising a policy on Board diversity.

e. Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report.

f. Analysing, monitoring and reviewing various human resource and compensation matters.

g. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

h. Recommending to the Board the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

i. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

j. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

k. To recommend to the Board the appointment / removal of the Directors or Senior Management Personnels

l. To specify manner for effective evaluation by the Board of the performance of the individual directors and that of Board, its various committees constituted as required by the Act, and to review its implementation and compliance.

m. All other powers and authorities as provided under the provision of Schedule V and other applicable provisions of the Act and the Rules made thereunder and any amendment thereof, if any, in granting the approval of remuneration to Whole-Time Directors and the Managing Director of the Company.

n. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.

o. Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

p. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;

q. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

r. Such terms of reference as may be referred or delegated to this Committee by the Board or as be prescribed under the Companies Act and SEBI Listing Regulations.

(iv) Nomination and Remuneration Policy

In terms of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Board of your Company had, on recommendation of NRC, adopted a Nomination and Remuneration Policy, to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

The said policy is available on the website of the Company i.e. https://www.afcons.com/en/policies-of-company

(v) Details of the Remuneration paid to Directors during the FY 2024-25

Remuneration to Executive Directors includes fixed pay, retiral benefits, perquisite/allowance, annual increment and annual performance link incentives.

During the FY 2024-25, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, in addition to the annual increment & annual performance link incentive, a special incentive (i.e. one time value creation incentive) was given to Executive Directors, Key Managerial Personnels, Senior Management Personnels and other employees who had completed more than 10 years of services with the Company. A part of the said special incentive was paid to the Executive Directors during the FY 2024-25. The details of the Remuneration paid to the Executive Directors during the FY 2024-25 is as under:

(₹ in Crores p.a.)

Name of Executive Director	Basic Salary	PF/SA	Perquisites/ Allowance and Incentives	Total Remuneration
Subramanian Krishnamurthy	0.98	0.26	8.51	9.75
Srinivasan Paramasivan	0.86	0.23	7.39	8.48
Giridhar Rajagopalan	0.41	0.11	4.82	5.34
Total	**2.25**	**0.60**	**20.72**	**23.57**

Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: There is no existing Stock Option Scheme and no Stock Options have been granted to any Directors.

The details of the equity shareholding in the Company of the Executive Directors are as under:

Name of the Director	Equity Shareholding in the Company	
	No of Shares	% holding
Mr. Subramanian Krishnamurthy	1,30,150	0.04
Mr. Srinivasan Paramasivan	98,222	0.03
Mr. Giridhar Rajagopalan	20,385	0.01

(vi) Remuneration to Non-Executive Directors

The Non-Executive Directors (including Independent Directors) were not paid any other remuneration except sitting fees for attending various meetings of the Board and / or Committees thereof. The details of the sitting fees to the Non-Executive Directors paid during FY 2024-25 for attending the meetings of the Board and Committee thereof

Name of the Director	Total Remuneration (sitting fees) (in ₹)	Equity Shareholding in the Company	
		No of Shares	% holding
Mr. Shapoorji Mistry	4,00,000	-	-
Mr. Umesh Khanna	23,00,000	448	0.00
Mr. Sitaram Kunte@	23,00,000	-	-
Mr. Anurag Sachan@	13,50,000	-	-
Ms. Rukhshana Mistry@	19,50,000	-	-
Mr. Atul Sobti#	10,50,000	-	-
Mr. Cherag Balsara#	8,50,000	-	-
Total	**1,02,00,000**		

Note :

@Mr. Sitaram Kunte, Mr. Anurag Sachan, and Ms. Rukhshana Mistry were appointed as Additional Independent Directors of the Company with effect from 12th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024.

#Mr. Atul Sobti and Mr. Cherag Balsara were appointed as Additional Independent Directors of the Company with effect from 24th March, 2024, and their appointments were regularised at the 48th AGM held on 13th August, 2024

The Non-Executive Directors and Independent Directors do not have any material pecuniary relationship or transactions with the Company.

(vii) Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Policy of the Company has prescribed the following evaluation criteria for performance evaluation of Independent Directors of the Company:

1) Formulate the criteria and framework for evaluation of performance of every Director, KMP and make recommendations to the Board on the appropriate performance criteria.

2) Determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

3) Identify ongoing training and education programs for the Board to ensure that non-executive Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

(viii) Annual Evaluation of the Board and Individual Directors

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual evaluation of its own performance, as well as the working of its individual Committees. A structured questionnaire was prepared after taking into consideration, inputs received from the Directors, which covered aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual directors to obtain an overview of the functioning of the Board/ Committees, inter alia, on the broad criteria i.e. attendance and level of participation at meetings of the Board/ Committees, independence of judgement exercised by Independent Directors, interpersonal relationship and so on.

The Independent Directors have expressed their satisfaction at the robustness of the evaluation process, the Board's freedom to express its views on matters transacted at the meetings and the openness and transparency with which the Management discusses various subject matters specified on the agenda of meetings.

The consolidated Evaluation Report of the Board, based on inputs received from the Directors was discussed at the meeting of the Board held on 10th March, 2025, and the action areas identified in the process are being implemented to ensure a better interface at the Board/ Management level.

(ix) Particulars of Senior Management Personnel and changes since the close of the previous financial year.

Pursuant to the IPO of the Company, on the recommendation of the NRC, the Board categorised the following personnels of the Company as Senior Management Personnel.

Sr No	Name of the officer/personnel	Current Designation	Functional Designation
1.	Mr. Gokul Javalikar	Director – Marine and Industrial	BU Head - Marine and Industrial Structure
2.	Mr. Anantakumar Rayaprolu	Director - Operations	BU Head – Urban Infrastructure & Surface Transport
3.	Mr. Ashwini Kumar Venkatesh	Director – Oil & Gas	BU Head – Oil and Gas
4.	Mr. Satish G. Paretkar	Director – Underground & Hydro	Cluster Head - Hydro & Underground, Water Supply
5.	Mr. Kanyadhara Naga Mallikharjuna Rao	Executive Vice President - Projects	BU Head – Hydro & Underground
6.	Mr. Shambhu Singh	Vice President - Operations	Segment Head - Water Supply
7.	Mr. Hitesh Kumar Singh	General Manger – Strategic Planning	Head Corporate Strategy
8.	Ms. Bhakti Prasad	Director - Human Resource	Head – Human Resource
9.	Mr. Manivannan Venkataraman	Director - CPE	Head - Construction, Plant and Equipment
10.	Mr. Kshitiz Bhasker	Executive Vice President - Business Development	Head – Corporate Business Development
11.	Mr. Minoo Motiram Lalvani	Executive Vice President - Taxation	Head - Taxation
12.	Mr. Laxminarayan Vinayak Baleri	Vice President - MIS	Head – Management Information System and Budgeting of the Company
13.	Mr. Sudhir More	General Manager - HSE	Head – Health, Safety and Environment
14.	Mr. Sandeep Desai	Executive Vice President - I & B Process	Head – Information &Business Process
15.	Mr. Bivabasu Kumar *	Deputy General Manager -Corporate Communication	Head - Corporate Communication
16.	Mr. Naresh Kumar Sharma #	Joint General Manager -Corporate Communication	Head - Corporate Communication
17.	Mr. Avinash Patil	Executive Vice President - Design	Head – Design and Engineering
18.	Mr. G. Mathisekharan	Executive Vice President - Core MEG	Head-Core Methods & Engineering
19.	Mr. Jaydatta Lad	Asst. General Manager – Executive Assistant	Head – Knowledge Services Group
20.	Mr. Arun Deore	Vice president – Tender and estimation	Chief Risk Officer

During the year under review, the following changes took place in the Senior Management of the Company:

Mr. Naresh Kumar Sharma joined as head of Corporate Communications as part of the senior management team with effect from 4th September, 2024.

* Mr. Biva Basu resigned from his position as head of Corporate Communications with effect from 7th October, 2024.

Report on Corporate Governance (Contd.)

C. Stakeholders Relationship Committee:

(i) Brief Description

The Stakeholders Relationship Committee ("SRC") is inter alia entrusted with the responsibility of resolving the grievances of the security holders of the Company including complaints related to non-receipt of annual report, non-receipt of declared dividends, general meetings, IEPF matters, etc.

(ii) Composition, Meetings and Attendance

The composition of the SRC is in compliance with the provisions of Section 178(5) of the Act and Regulation 20 of the SEBI Listing Regulations.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the SRC:

Name of the Director	Category	Position	No. of Meetings	
			Held	Attended
Mr. Sitaram Kunte	Independent Director	Chairman	2	2
Mr. Umesh Khanna	Non-Executive & Non Independent Director	Member	2	2
Mr. Srinivasan Paramasivan	Managing Director	Member	2	1

During the year under review, Two (2) meetings of SRC were held, i.e., on 29th April, 2024, and 10th February, 2025.

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the SRC.

Mr. Sitaram Kunte, Chairperson of the SRC, was present at the Forty-Eighth (48th) AGM of the Company held on 13th August, 2024, to answer the queries of the Members.

(iii) Name and Designation of the Compliance Officer

The details of the Compliance Officer of the Company are provided below:

Name and Designation of the Compliance Officer	Mr. Gaurang Parekh Company Secretary & Compliance Officer
Address	Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Andheri (West), Mumbai – 400053
Telephone Number	(022) 6719000
E-mail	secretarial@afcons.com

(iv) Terms of Reference

In terms of the applicable provisions of the Act and Regulation 20(4) read with Part D of Schedule II of the SEBI Listing Regulations, the scope, functions and terms of reference of the Committee inter alia cover the following matters:

i. Redressal of all security holders' and investors' grievances including complaints related to transfer/transmission of shares, non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, etc., and assisting with quarterly reporting of such complaints;

ii. Reviewing of measures taken for effective exercise of voting rights by shareholders;

iii. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

iv. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

v. Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

vi. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

vii. To allot Equity Shares, Preference Shares, Debenture Convertible Securities (full / partly/ optionally convertible), to determine the conversion price of such Convertible Securities and to decided and to exercise all powers in connection therewith;

viii. To investigate any matter in relation to area specified above or referred to it by the Board and for this purpose will have full access to information contained in the records of the Company.

ix. To pass any resolution by circulation on any of the above matter of decision (to the extent permitted under the Companies Act or SEBI Listing Regulations);

x. To sub-delegate any of the aforesaid powers and authorities to any of the Committee members and / or any other person as the Committee deems fit;

xi. To take steps for transfer of any unclaimed dividend amount and equity shares to Investor Education Protection Fund (IEPF) Authority as referred under the provision of Section 124 ,125 and other applicable provisions, if any, of the Companies Act and the rules framed thereunder; and

xii. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

(v) Investor's Grievances

M/s. MUFG Intime India Private Limited (Formerly known Link Intime India Private Limited), Registrar and Share Transfer Agent redresses the investor's grievances under the supervision of the Secretarial Department of the Company.

(vi) Details of Shareholders' Complaints

During the year under review, the Company has resolved investor grievances expeditiously. As per information received from Registrar & Share Transfer Agent, M/s. MUFG Intime India Private Limited (Formerly known Link Intime India Private Limited), the Company had received 109 complaints from the Shareholders, which were resolved within the time frame as mentioned under the SEBI (LODR) Regulations, 2015. The details are as under:

Nature of Complaint	No. of Complaints	No. of Complaints Resolved as on 31st March, 2025	No. of Complaints Pending as on 31st March, 2025
Number of shareholders complaints Received during FY 2024-25	109	109	Nil
Number of complaints resolved of shareholders during FY 2024-25	109	109	Nil
Number of complaints not solved to the satisfaction of Shareholders	Nil	Nil	Nil
Number of Pending Complaints During FY 2024-25	Nil	Nil	Nil

D. Risk Management Committee

(i) Brief Description

Pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations, the Risk Management Committee ("RMC") is constituted for inter alia evaluating and monitoring key risks.

(ii) Composition, Meetings and Attendance

The composition of the RMC is in compliance with the provisions of Regulation 21 of the SEBI Listing Regulations.

During the year under review, Two (2) meetings of RMC were held during the year on 23rd December, 2024 and 19th March, 2025.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the RMC:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Mr. Subramanian Krishnamurthy	Executive Vice Chairman	Chairman	2	2
Mr. Anurag Sachan	Independent Director	Member	2	2
Ms. Rukhshana Mistry	Independent Director	Member	2	2

Mr. Arun Deore, Chief Risk Officer of the Company is the Permanent Invitee to the meeting of the RMC.
Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the RMC.

(iii) Terms of Reference

In terms of the applicable provisions of the Act and Regulation 21 of the SEBI Listing Regulations, the scope, functions and terms of reference of the Risk Management Committee inter alia cover the following matters:

(a) To formulate a detailed risk management policy which shall include:

i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the committee;

ii. Measures for risk mitigation including systems and processes for internal control of identified risks;

iii. Business continuity plan.

(b) To periodically review the risk management policy at least once in 2 (two) years, including by considering the changing industry dynamics and evolving complexity;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To approve the process for risk identification and mitigation;

(e) To decide on risk tolerance and appetite levels, recognising contingent risks, inherent and residual risks including for cyber security;

(f) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

(g) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(h) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(i) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(j) To consider the effectiveness of decision making process in crisis and emergency situations;

(k) To balance risks and opportunities

(l) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(m) To consider the appointment, removal and terms of remuneration of the chief risk officer (if any), which shall be subject to review by the Risk Management Committee;

(n) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(o) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board;

(p) To attend to such other matters and functions as may be prescribed by the Board from time to time; and

(q) Such terms of reference as may be prescribed under the Act and the LODR.

The Risk Management Committee reviews the process of risk management in your Company.

Audit Committee is also made responsible for overseeing, monitoring and implementation of policies related to Vigil Mechanism and Business Risk Management.

E. Corporate Social Responsibility and Sustainability Committee

(i) Brief Description

The Board of your Company has constituted a Corporate Social Responsibility and Sustainability Committee ("CSSR Committee") in terms of the provisions of Section 135 of the Act. Its composition, quorum, powers, role and scope are in accordance with the provisions of Section 135 of the Act.

The Committee is inter alia entrusted with the responsibility of monitoring and implementation of the CSR projects/ programmes/ activities of your Company and also for approving the annual CSR Budget, implementation of CSR projects and other related activities.

(ii) Composition, Meetings and Attendance

The composition of the CSSR Committee is in compliance with the provisions of Act.

During the year under review, Three (3) meetings of the CSSR Committee were held during the year on 14th June, 2024, 13th February, 2025, and 19th March, 2025.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the CSSR:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Mr. Subramanian Krishnamurthy	Executive Vice Chairman	Chairman	3	3
Mr. Umesh Khanna	Non-Executive & Non Independent Director	Member	3	3
Mr. Anurag Sachan	Independent Director	Member	3	3

Mr. Gaurang Parekh, the Company Secretary serves as the Secretary to the CSSR Committee.

(iii) Terms of Reference

Terms of Reference of the Committee are as under:

(i) Framing of Corporate Social Responsibility (CSR) Policy (which shall include amendment thereto from time to time) and recommending to the Board for approval.

(ii) Formulating and recommending to the Board Annual Action Plan with requisite details for CSR activities to be undertaken which shall be in conformity with the Act and CSR Rules provided that the Board may alter such plan at any time during the financial year, as per the recommendation of the CSSR Committee, based on reasonable justification to that effect.

(iii) Selection of CSR Activity / CSR Programme or CSR Project to be undertaken by the Company.

(iv) Recommend spending of CSR funds to be undertaken in areas or subjects specified in Schedule VII to the Act.

(v) To decide and recommend to the Board on the manner of utilisation of surplus.

(vi) Implementation & monitoring of CSR activity(ies) / programme(s) or project(s) to be undertaken in accordance with the CSR Policy.

(vii) Identifying, evaluating and appointment of organisation (including international organisations) for carrying out base line surveys, guidance on designing, monitoring, evaluating the implementation of CSR activities, project programme and impact assessment surveys etc.

(viii) Identify project(s) of the Company as 'Ongoing Project(s)' or 'Multi-year Project.

(ix) To appoint an independent agency/firm to carry out impact assessment study, as may be applicable to the Company under the Act and CSR Rules thereto.

(x) To review the impact assessment carried out for the projects of the Company as per the requirements of the law.

(xi) To undertake all action as may be prescribed under the Act, CSR Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time.

A. Corporate Social Responsibility

(i) Framing of Corporate Social Responsibility (CSR) Policy (which shall include amendment thereto from time to time) and recommending to the Board for approval.

(ii) Formulating and recommending to the Board Annual Action Plan with requisite details for CSR activities to be undertaken which shall be in conformity with the Act and CSR (III) Rules provided that the Board may alter such plan at any time during the financial year, as per the recommendation of the CSSR Committee, based on reasonable justification to that effect.

(iii) Selection of CSR Activity / CSR Programme or CSR Project to be undertaken by the Company.

(iv) Recommend spending of CSR funds to be undertaken in areas or subjects specified in Schedule VII to the Act.

(v) To decide and recommend to the Board on the manner of utilisation of surplus. (vi) Implementation & monitoring of CSR activity(ies) / programme(s) or project(s) to be undertaken in accordance with the CSR Policy.

(vi) Implementation & monitoring of CSR activity(ies) / programme(s) or project(s) to be undertaken in accordance with the CSR Policy.

(vii) Identifying, evaluating and appointment of organisation (including international organisations) for carrying out base line surveys, guidance on designing, monitoring, evaluating the implementation of CSR activities, project programme and impact assessment surveys etc.

(viii) Identify project(s) of the Company as 'Ongoing Project(s)' or 'Multi-year Project.

(ix) To appoint an independent agency/firm to carry out impact assessment study, as may be applicable to the Company under the Act and CSR Rules thereto.

(x) To review the impact assessment carried out for the projects of the Company as per the requirements of the law.

(xi) Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time.

B. Sustainability

1. To formulate and recommend to the Board, a Sustainability Policy and other incidental and ancillary policies, charter inter alia covering Environment, Social and Governance ("ESG") principles and to recommend appropriate changes/ modifications to the policy, from time to time;

2. To review performance on Sustainability goals, targets and strategy and provide guidance to achieve the same;

3. Provide guidance for the development of the long-term Sustainability plan;

4. Monitor the implementation of the Sustainability plan of the Company from time to time;

5. To review and recommend Business Responsibility Sustainability report to the Board;
6. Oversee the Company's sustainability commitments.
7. Identify relevant and material sustainability issues and develop comprehensive sustainability strategies with goals, targets, mitigation and adaptation action plans to address them (KPIs) and establish the governance mechanism to oversee the performance and KPIs;
8. Embody principles of product stewardship by enhancing health, safety, environmental and social impacts of products across their life cycles;
9. To monitor Company's ESG ratings / scores, if any, from ESG rating agencies and improvement plan;
10. To oversee sustainability risks related to supply chain, climate disruption and public policy.
11. Assist the management to formulate, implement and review policies, principles and practices to foster the sustainable growth of the Company that creates value consistent with the long-term preservation and enhancement of financial, natural, social, human and intellectual capital;
12. To monitor and review emerging sustainability trends and issues;
13. To act as nodal committee for guidance on sustainability and overall ESG goals and to review and monitor progress and all other matters incidental thereto;
14. Any other matter as prescribed by the Companies Act, 2013 & Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 or such other Regulation prescribed by the SEBI from time to time;
15. To engage any experts or other consultant, as the Committee deems fit for the implementation of the any of the above terms of reference of this Committee.

F. Committee Of Directors

(i) Brief Description

The Board of your Company has constituted a Committee of Directors ("COD") of the Board and delegated to the Committee certain powers of the Board for taking decisions on matter arising between two Board meeting and of day to day business activities of the Company which includes issuance of Power of Attorneys and resolution in relation to tenders, management of projects in India and abroad, opening/closing and operation of Bank Account(s), availing financial assistance from bank(s) and / or institution(s), opening of branch offices of the Company in various geographies, investment in subsidiaries of the Company and such other miscellaneous matters.

(ii) Composition, Meetings and Attendance

During the year under review, Nine (9) meetings were held during the year on the following dates:

13th April, 2024, 29th April, 2024, 10th May, 2024, 6th July, 2024, 9th August, 2024, 4th September, 2024, 3rd October, 2024, 20th December, 2024 and 23rd January, 2025.

Detailed below provides the composition and the attendance record for the aforesaid meetings of the COD:

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Mr. Srinivasan Paramasivan	Managing Director	Chairman	9	9
Mr. Umesh Khanna	Non-Executive & Non Independent Director	Member	9	9
Mr. Sitaram Kunte	Independent Director	Member	9	8

(iii) Terms of Reference

The broad terms of reference of COD are as under:

i. To open account(s) in the name of the Company with any Bank(s), Financial Institution(s), as the Committee may deem fit and necessary, whether designated in Indian Rupees or any foreign currency whether in India or overseas, to authorise signatories to open, operate and to give instructions to the Banks / Financial Institution in connection with the operations of the account(s) including specific any terms or limit on such authority and to close any Bank Account(s) of the Company with any Bank(s), Financial Institution(s).

ii. To issue Power of Attorney in favour of employees of the Company and other persons pertaining to the business of the Company under the Common Seal of the Company.

iii. To authorise representative of the Company for representation before Statutory Authorities in India and Overseas.

iv. To avail credit facilities / borrowing from time to time (including amendment thereto), within the limits as approved by the Shareholders, from Banks and/ or Financial Institutions or any other persons from time to time as the Committee may deem fit and necessary for the purpose of the business of the Company and to authorise signatories to sign and execute agreements and documents and to do all act, deeds and things to give effect to the availing of the credit facility /borrowing.

v. To avail corporate internet Banking with online transaction Rights from Banks/ Financial Institutions for the Bank Account(s) of the Company for our routine corporate transactions.

vi. To make loans and/or give guarantees, bonds and /or counter guarantees and indemnities or provide securities on behalf of the Company and to authorise signatories to sign and execute agreements and documents and to do all act, deeds and things in this matter on behalf of the Company.

vii. To incorporate Company and set-up Branch office, representative office and licensing office in India and Overseas.

viii. To institute, prosecute, defend, oppose, appear or appeal in legal proceedings and demands and to accept services of notices or processes and to give security or indemnities for costs, to pay money into court and obtain payment of money lodged in court and to engage Counsel, Advocates, Attorneys, Vakils, Pleader or other persons and to sign and give vakalatnamas, retainers and other necessary authorities and such retainer and authorisation from time to time at pleasure to revoke.

ix. To approve other transactions of routine nature (other than those matters which are expressly required by Act and Rule thereto to be passed at the meeting of the Board) as the Committee may deem fit and necessary for the purpose of the business of the Company which cannot be deferred to the next Board meeting.

G. Other Committee Constituted

In connection with the Initial Public Offering of equity shares of the Company, as per the requirement of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company had constituted the below 2 Committees for the specific purpose of the IPO. After the IPO, these Committees were dissolved.

(i) IPO Committee

In connection with IPO of the Company, this IPO Committee was constituted on 19th July, 2023 and further reconstituted on 24th March, 2024 to oversee and facilitate the process of the IPO of its Equity Shares. The Committee was authorised to approve and decide upon all activities in connection with the IPO, including, but not limited to, approve the Draft Red Herring Prospectus, to decide the terms and conditions of the IPO, to appoint various intermediaries, negotiating and executing Offer related agreements and to submit applications and documents to relevant statutory and other authorities from time to time.

The composition of Committee and the number of meetings held during the Financial Year 2024-25 is detailed below:

One (1) meeting was held during the year on the 12th October, 2024.

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Mr. Subramanian Krishnamurthy	Executive Vice Chairman	Chairman	1	1
Mr. Srinivasan Paramasivan	Managing Director	Member	1	1
Mr. Sitaram Kunte	Independent Director	Member	1	1

The Company Secretary and Compliance Officer acted as the Secretary to the Committee.

The requisite quorum was present at the meeting. All the decisions at such Committee meeting were taken with requisite majority.

Consequent upon the completion of IPO and listing of the shares of the Company, the IPO Committee was dissolved w.e.f. 23rd November, 2024.

(ii) Committee of Independent Directors (for the purpose of IPO)

As required under the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, a Committee of Independent Directors, comprising of all 3 independent directors was constituted during FY 2024-25, for the purpose of recommending the Issue Price.

The composition of this Committee of Independent Directors and the number of meetings held during FY 2024-25 is detailed below:

One (1) meeting was held during the year on the 19th October, 2024.

Name of Director	Category	Position	No. of Meetings	
			Held	Attended
Ms. Rukshana Mistry	Independent Director	Chairperson	1	1
Mr. Sitaram Kunte	Independent Director	Member	1	1
Mr. Anurag Sachan	Independent Director	Member	1	1

The Company Secretary and Compliance Officer acted as the Secretary to the Committee.

The requisite quorum was present at the meeting. All the decisions at such Committee meeting were taken with requisite majority.

Consequent upon the completion of IPO and listing of the shares of the Company, the Committee of Independent Directors was dissolved w.e.f. 23rd November, 2024.

IV. GENERAL BODY MEETINGS

a. Annual General Meeting

Details of location, date, time of the previous three AGMs of the Company, are tabled herein below:

For Financial Year ended	Location	Date of AGM	Time
31st March, 2024	Registered office of the Company	13th August, 2024	4.00 p.m.
31st March, 2023	Registered office of the Company	4th August, 2023	4.30 p.m.
31st March, 2022	Registered office of the Company	29th September, 2022	4.30 p.m.

Details of the special resolutions passed at the AGM in the previous 3 years are tabled herein below:

48th AGM 13th August, 2024	a)	To appoint Mr. Sitaram Janardan Kunte (DIN: 02670899) as an Independent Director of the Company
	b)	To appoint Mr. Anurag Kumar Sachan (DIN: 08197908) as an Independent Director of the Company
	c)	To appoint Ms. Rukhshana Jina Mistry (DIN: 08398795) as an Independent Director of the Company
	d)	To appoint Mr. Atul Sobti (DIN: 06715578) as an Independent Director of the Company
	e)	To appoint Mr. Cherag Sarosh Balsara (DIN: 07030974) as an Independent Director of the Company
	f)	To Issue Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to ₹ 200 Crores
47th AGM 4th August, 2023	a)	To re-appoint and fix the remuneration of Mr. Subramanian Krishnamurthy (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
	b)	To re-appoint and fix the remuneration of Mr. Srinivasan 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
	c)	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
	d)	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
	e)	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
	f)	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
	g)	To issue Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to ₹ 200 Crores
46th AGM 29th September, 2022	a)	To vary the terms of remuneration of Mr. Subramanian Krishnamurthy (DIN - 00047592) Executive Vice Chairman of the Company for the remaining tenure of his appointment i.e. from 1st July, 2022 to 30th June, 2023
	b)	To vary the terms of remuneration of Mr. Srinivasan Paramasivan (DIN – 00058445) Managing Director of the Company for the remaining tenure of his appointment i.e. from 1st July, 2022 to 30th June, 2023
	c)	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 1st July, 2022 to 30th June, 2025
	d)	To vary the terms and conditions of 25,00,00,000 (Twenty Five Crore) 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

	e) To vary the terms and conditions of 10,00,00,000 (Ten Crore) 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 held by Floreat Investments Private Limited f) To Issue Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to ₹ 200 Crores

b. Extra Ordinary General Meeting

During the year under review, no Extra-Ordinary General Meetings of the Company were held.

c. Postal Ballot

During FY 2024-25, neither any business was transacted through postal ballot, nor any business is proposed to be transacted through postal ballot at the ensuing AGM.

V. MEANS OF COMMUNICATION

Your Company believes that the prompt and timely communication of information to the shareholders reflects the transparency and good corporate governance practice of an organisation. Your Company has taken below steps in this regard:

(a) Financial Results and newspaper publication

The quarterly, half-yearly and annual financial results are regularly submitted to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where shares of the Company are listed, immediately after the same are approved by the Board. The quarterly and annual results are generally published in leading English and Marathi daily newspapers within forty-eight hours of conclusion of Board Meeting and are simultaneously uploaded on the Company's website. The audited financial statements form a part of the Annual Report which is sent to all the members well in advance prior to the AGM.

Advertisements relating to IEPF, E-Voting, AGM related compliances, etc. are published in leading English and Marathi daily newspapers.

(b) News Releases

Any Official news releases that carry material information as per the Company's policy for determination of materiality of events or information, are sent to stock exchanges as well as displayed on the Company's website.

(c) Website

Your Company has an active website i.e. www.afcons.com and has a separate section for investors on the website. The said section keeps investors updated on the key and material developments of the Company by providing timely information like brief profile of the Company, Board structure and Committees of the Board, press release, financial results, presentation made to institutional investors or analysts, annual reports, shareholding pattern, codes and policies, stock exchange filings, etc. The entire Annual Report including Accounts of the Company and subsidiaries are available in downloadable formats.

(d) Institutional Investors/Analyst Meets

Your Company holds meetings with the Institutional analyst /investor, post disclosure of financial results in each quarter. The detailed schedule of such meet and presentation made before them are disseminated to the stock exchanges and also uploaded on the Company's website at https://www.afcons.com/en/investors-meet. The audio recordings and transcripts of Earnings Call are also available on the Company's website.

(e) Filing with the stock exchanges

In compliance with the SEBI Listing Regulations and other rules and regulations issued by SEBI, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE Limited & National Stock Exchange of India Limited are filed electronically on NEAPS portal for NSE, BSE listing centre for BSE.

(f) SEBI Complaints Redress System (SCORES)/ Online Dispute Resolution (ODR) Portal

Investor complaints are processed at SEBI in a centralised web-based complaints redress system. The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaints and their current status.

(g) Annual Report and Annual General Meeting

Annual Report is circulated to all the members and all others like auditors, etc. This year, the Company will be conducting the AGM through Audio Visual Means, as permitted by Ministry of Corporate Affairs. The Annual Report is e-mailed to all members who have registered their email IDs with the Company and to those shareholders who request for the same. The Annual Report would also be made available on the website of the Company.

VI. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting

The AGM of the Company has been convened on **Friday, 25th July, 2025 at 3:00 p.m (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") pursuant to the MCA Circular dated September 19, 2024. Members can attend the AGM virtually at **www.evoting.nsdl.com**.

b. Financial calendar

Financial Year	1st April, 2025 to 31st March, 2026
Financial Results for the Quarter ending: 1. 30th June, 2025; 2. 30th September, 2025; 3. 31st December, 2025 and 4. 31st March, 2026	Within 45/60 days from the end of reporting quarter.

c. Dividend payment date : on or after 30th July, 2025.

d. Record Date

The Record date to determine the members entitled to the final dividend for FY 2024-25 is **Friday, 18th July, 2025.**

e. Listing of equity shares on Stock Exchanges

The equity shares of the Company are listed on BSE and NSE and the trading commenced on **4th November, 2024.**

f. The ISIN of the Company is **INE101I01011**

g. The Stock Code of the Company on the Stock Exchange is as under:

Name of the Stock Exchange	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.	544280
National Stock exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.	AFCONS

h. The Company has paid Annual Listing fees to the Stock Exchanges for the Financial Year 2024-25. There are no outstanding listing fees till date.

The equity shares of the Company were not suspended from trading during the year on account of corporate actions or otherwise.

i. For FY 2024-25, the Company has paid the custodial fees of National Securities Depository Limited and Central Depository Services (India) Limited (CDSL)

j. Registrar & Share Transfer Agent

MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C-101, 247, Park, L.B.S. Marg, Vikhroli (west),
Mumbai - 400083.
Tel : +91 810 811 6767
Email id.: rnt.helpdesk@in.mpms.mufg.com

Any Shareholder correspondence may be directed to the Company's Registrar and Share Transfer Agent, whose address is given above.

k. Share Transfer System

Transmission, dematerialisation of shares, dividend payment and all other investor related matters are attended to and processed by the Company's RTA.

In terms of requirements of Regulation 40 of the SEBI Listing Regulations, the request for transfer of securities shall not be processed unless the securities are held in the dematerialised form with Depositories. While the request for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialised form:

i. Issue of duplicate securities certificate;

ii. Claim from Unclaimed Suspense Account;

iii. Renewal/Exchange of securities certificate;

iv. Endorsement;

v. Sub-division/Splitting of securities certificate;

vi. Consolidation of securities certificates/ folios;

vii. Transmission; and

viii. Transposition

l. Updation of PAN, KYC and Nomination details

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC and Nomination details.

Physical folios wherein the PAN, KYC and Nomination details are not available on or after 1st October, 2023, shall be frozen by the RTA and will be eligible for lodging any service request or receiving payment including dividend only after registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

All queries and requests relating to share transfers/ transmissions may be addressed to our RTA. To expedite the process of share transfers, the SRC has been empowered to attend to the share transfer formalities at regular intervals. Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Press Release No: 49/2018 dated 3th December, 2018, shareholders may please note that, with effect from 1st April, 2019, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. However, transfer deeds which were lodged with the Company on or before 31st March, 2019, but were returned due to any deficiency, will be processed upon re-lodgment. SEBI, vide circular no. SEBI/ HO/MIRSD/RTAMB/ CIR/P/2020/166 dated 07th September, 2020, has fixed 31st March, 2021 as the cut-off date for re-lodgment of transfer requests and has stipulated that such transferred shares shall be issued only in demat mode. *Therefore, the shareholders are requested to dematerialise their shares for their own benefit.*

m. Dematerialisation of Shares and Liquidity

The Company's shares are available for dematerialisation on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for which purpose the Company has entered into Agreements with the respective Institutions.

Nearly 99.97% of the equity shares of the Company have been dematerialised by Shareholder as on 31st March 2025.

n. Shareholding Pattern as on 31st March, 2025

Sr No.	Category	Shares	% Percentage
1	Alternate Investment Fund	1,30,75,729	3.56
2	Body Corporate - Ltd Liability Partnership	3,87,639	0.11
3	Clearing Members	16	0.00
4	Promoter & Promoter Group	18,45,06,596	50.17
5	Directors And Their Relatives	2,69,064	0.07

Sr No.	Category	Shares	% Percentage
6	Foreign Company	4,03,02,372	10.96
7	FPI (Corporate)	6,31,93,323	17.18
8	Hindu Undivided Family	10,26,137	0.28
9	Insurance Companies	44,50,653	1.21
10	IEPF Authority	7,780	0.00
11	Mutual Funds	2,68,23,129	7.29
12	Nationalised Banks	45,600	0.01
13	NBFC'S Registered with RBI	1,648	0.00
14	Non-Resident (Non Repatriable)	2,47,017	0.07
15	Non-Resident Indians	4,45,790	0.12
16	Office Bearers	4,16,151	0.11
17	Other Bodies Corporate	73,94,379	2.01
18	Public	2,39,99,790	6.53
19	Trusts	11,91,818	0.32
Total		**36,77,84,631**	**100.00**

o. Distribution Of Shareholding as on 31st March, 2025

Number of Shares	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1 to 5000	2,69,714	99.79	2,08,49,977	5.67
5001 to 10000	243	0.09	17,18,853	0.47
10001 to 20000	91	0.03	13,34,542	0.36
20001 to 30000	34	0.01	8,24,346	0.22
30001 to 40000	18	0.01	6,58,883	0.18
40001 to 50000	39	0.01	18,86,278	0.51
50001 to 100000	26	0.01	19,34,138	0.53
100001 and above	133	0.05	33,85,77,614	92.06
Total	**2,70,298**	**100.00**	**36,77,84,631**	**100.00**

p. There are neither any outstanding Global Depository Receipts / American Depository Receipts nor any warrants, any convertible instruments, listed debt securities or listed Commercial Papers issued by the Company.

q. Commodity price risk or foreign exchange risk and hedging activities

During the year 2024-25, the Company has managed the foreign exchange risk and hedged to the extent considered necessary. The Company has entered into forward contracts on Buyers Credit transactions..

r. The Company does not have any Manufacturing Plants. The Project sites in which the Company operates are spread all over the Country and overseas project location.

s. Address for Correspondence to the Company

Afcons Infrastructure Limited
Afcons House, 16, Shah Industrial Estate,
Veera Desai Road, Azad Nagar,
Andheri (W), Mumbai – 400053
Tel.no.: +91 22 67191000
Fax: +91 2226730027 /1031/0047
Email id : secretarial@afcons.com
website : www.afcons.com
CIN : L45200MH1976PLC019335

t. Credit ratings of Bank Borrowings

CRISIL Ratings Limited has assigned the below rating to the Company

Sr. No.	Facilities	Rating
1.	Long Term Rating	Crisil AA-/Stable (Assigned)
2.	Commercial Paper	Crisil A1+ (Assigned)

VII. OTHER DISCLOSURES

A. Compliances with Governance Framework

(i) The Company is in compliance with all the mandatory requirements of SEBI Listing Regulations.

(ii) All the transactions entered into with the Related Parties as defined under the Act and the Regulation 23 of the SEBI Listing Regulations during the financial year 2024-25 were in the ordinary course of business and at an arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year that had potential conflict with the interest of the Company at large. Details of all related party transactions form a part of the accounts as required under IND AS 24 and the same are given in Note No. 34 forming part of the financial statements. A statement in summary form of transactions with related parties in the ordinary course of business and at an arm's length basis is periodically placed before the Audit Committee for the review and recommendation to the Board for their approval. The Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company https://www.afcons.com/en/policies-of-company.

(iii) During the year, there were no transactions of material nature with the Directors or the Management or relatives or the subsidiaries that had potential conflict with the interests of the Company.

(iv) In the preparation of the financial statements, the Company has followed the Indian Accounting Standards referred to in Section 133 of the Act. The significant accounting policies which are consistently applied are set out in the Notes to Financial Statements.

(v) The Company recognises the "Risk Management" as an integrated, forward-looking process oriented approach for managing "Enterprise Wide Risks". The Company has in place a mechanism to inform the Board about the risk assessment and minimisation procedures and periodical review to ensure that management controls risk through means of properly defined frame work.

(vi) The policies for determining material subsidiaries and related party transactions are available on the Company's website https://www.afcons.com/en/policies-of-company.

(vii) Adoption of non-mandatory requirements of the SEBI Listing Regulations is being reviewed by the Board from time- to-time.

(viii) The Board has formulated a Code of Conduct for the Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed their compliance with the code for the Financial Year ended 31st March, 2025. A declaration to this effect signed by the Chairman of the Company is given elsewhere in the Annual Report.

(ix) Adherence to the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons'

The Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons with a view to regulate trading in securities by the Directors and Designated persons of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All the Board of Directors and the Designated persons have confirmed compliance with the Code.

(x) Pursuant to provision of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has also been formulated.

(xi) Details of non-compliance etc.

The Company has complied with all the requirements of regulatory authorities.

During the years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

(xii) Whistle blower policy- Vigil mechanism

The Company's Whistle Blower Policy is in line with the provisions of the sub section 9 and 10 of Section 177 of the Act and as per Regulation 22 of the SEBI Listing Regulations.

This Policy establishes a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We confirm that during FY 2024-25, no employee of the Company was denied access to the Audit Committee. Anyone can report any suspected or confirmed incident of fraud/misconduct on: Email: vigilanceofficer@afcons.com.

(xiii) Compliance Report on discretionary requirements under Regulation 27(1) of the SEBI Listing Regulations

a. **The Board:** The Non-Executive Chairman has a separate office which is not maintained by the Company.

b. **Shareholders' rights:** We did not send half-yearly results to the household of each shareholder(s) in FY 2024-25. Our quarterly and half-yearly results are displaying on our website of the Company at https://www.afcons.com/ and were published in widely circulated newspapers.

c. **Audit qualifications:** The auditors have not qualified the financial statements of the Company.

d. **Reporting of internal audit:** The internal auditor regularly updates the audit committee on internal audit findings at the committee's meetings and conference calls.

(xiv) Subsidiary Companies

Your Company has 12 unlisted subsidiary Companies in terms of Regulation 16 of the SEBI Listing Regulations. The Audit Committee reviews the financial statements of unlisted subsidiaries. The policy for determining the material subsidiary is hosted on Company's website at https://www.afcons.com/en/policies-of-company.

(xv) Details of utilisation of funds raised through preferential allotment or qualified institutions placement or otherwise

The Company did not raise any funds through preferential allotment or qualified institutions placement during FY 2024-25.

During FY 2024-25, the Company has raised fund through initial public offering of the securities of the Company. The said fund has been utilised for the objects stated in the Offer Document. The details of the utilisation of the funds are mentioned in the Board's Report.

(xvi) Certificate on Non-Disqualification of Directors

A certificate from M/s. Parikh Parekh & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/ Ministry of Corporate Affairs or any other statutory authority, is annexed to this Report.

(xvii) There were no instances where the recommendations made by any of the Statutory Committees were not accepted by the Board.

(xviii) Payment to Statutory Auditors

Total fees paid by the Company and its subsidiaries to M/s. Deloitte Haskins and Sells LLP and M/s. HDS & Associates LLP, Joint Auditors of the Company and all entities in the network firm/network entity of which the statutory auditors are a part thereof is ₹ 7.61 Crores for all services on a consolidated basis. [see Note no.28 of Consolidated Finanancial Statement].

(xix) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Sr No	Particulars	Details
1.	Name of Material Subsidiaries of the listed entity	Afcons Overseas Singapore Pte. Ltd
2.	Date and place of Incorporation material subsidiaries	27th March, 2014 33 UBI AVENUE 3, #08-68, VERTEX, SINGAPORE 408868
3.	Name and Date of Appointment of the Statutory Auditors	M/s. Moore Stephens LLP Date of Appointment: 10th April, 2023

(xx) Disclosure in relation to Sexual Harassment of Women at workplace

Pursuant to the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, your Company has a Policy and framework for employees to report sexual harassment cases at workplace and our process ensures complete anonymity and confidentiality of information. The Policy is available on the website of the Company https://www.afcons.com/en/policies-of-company. The compliance of the said Act during the Financial Year 2024-25 is detailed in the Board's Report.

(xxi) Disclosure by the Company and its Subsidiaries of 'Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are interested by name and amount'**: NIL**

(xxii) The Corporate Governance Report prepared, contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para-C, D, and E of Schedule V of the SEBI Listing Regulations ('Applicable criteria') for the year ended 31st March, 2025 as required by the Company for annual submission to the Stock exchange. The Company has complied with all the requirements of sub-paras (2) to (10) of para C of Schedule V of the SEBI Listing Regulations.

(xxiii) Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a Qualified Practicing Company Secretary M/s. Rishit Shah & Co. carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon are submitted to the Bombay Stock Exchange Limited & National Stock Exchange of India Limited, where the Company's shares are listed. The audit confirms that total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

(xxiv) Top 10 Shareholders as on March 31, 2025, other than Promoter/ Promoter Group

Sr. No.	Name of the Shareholder	No. of Shares held	% of Holding
1.	Gamnat PTE. Ltd.	1,63,28,293	4.44
2.	Nomura India Investment Fund Mother Fund	99,52,361	2.71
3.	Synergy Solutions Investments Holding Limited	86,39,308	2.35
4.	Quant Mutual Fund - Quant Small Cap Fund	62,75,640	1.71
5.	Volrado Venture Partners Fund II	60,47,516	1.64
6.	Goldman Sachs Funds - Goldman Sachs India Equity Portfolio	45,64,576	1.24
7.	Nomura Funds Ireland Public Limited Company- Nomura Funds Ireland - India Equity Fund	43,68,192	1.19
8.	Quant Mutual Fund A/C Quant Infrastructure Fund	43,19,654	1.17
9.	Theleme India Master Fund Limited	40,85,202	1.11
10.	BNP Paribas Trust Services Singapore Limited as Trustee Of Fullerton Alpha - Asia Focus Equities Fund	39,60,056	1.08

(xxv) Transfer of unclaimed /unpaid amounts to the Investor Education and Protection Fund

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, *vide* its Notification dated 13th October, 2017 read with the circular dated 16th October, 2017.

The details of unclaimed dividends and shares transferred to IEPF are as follows:

Financial year	Amount of Unclaimed dividend transferred (in ₹)	Date of Transfer of Dividend	Number of shares transferred	Date of Transfer of Shares
FY 2012-13	27,216	27th August, 2020	3080	7th October, 2020
FY 2013-14	34,360	20th April,2021	4700	14th May, 2021
FY 2014-15	25,560	13th May,2022	-	-
FY 2015-16	30,300	11th July,2023	-	-
FY 2016-17	27,732	30th April, 2024	-	-
FY 2017-18	37,870	14th May,2025	480	28th May, 2025

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares transferred.

The following tables give information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Share Transfer Agent:

Financial Year	Nature of Dividend	Date of Declaration	Last date for claiming unpaid dividend
FY 2016-17	Interim Dividend	16th March, 2017	19th April, 2024
FY 2017-18	Interim Dividend	21st March, 2018	24th April, 2025
FY 2018-19	Interim Dividend	20th March, 2019	23rd April, 2026
FY 2019-20	Interim Dividend	24th March, 2020	28th April, 2027
FY 2020-21	Interim Dividend	18th March, 2021	21st April, 2028
FY 2021-22	Interim Dividend	20th January, 2022	23rd February, 2029
FY 2022-23	Final Dividend	4th August, 2023	7th September, 2030
FY 2023-24	Final Dividend	13th August, 2024	17th September, 2031

(xxvi) MD/CFO Certification

The Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board as required under Regulation 17 of the SEBI Listing Regulations. The Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of the SEBI Listing Regulations.

(xxvii) Certificate on Corporate Governance

A compliance certificate from M/s. Parikh and Parekh & Associates Practicing Company Secretary, pursuant to the requirements of Schedule V to the SEBI Listing Regulations regarding compliance of conditions of Corporate Governance has been annexed to this Report.

(xxviii) Details of Shares in Suspense Account

Sr. No.	Particulars	Status
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	Nil
2.	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	Nil
3.	Number of shareholders to whom shares were transferred from suspense account during the year;	Nil
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	Nil

(xxix) Secretarial Audit

M/s. Parikh Parekh & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the FY 2024-25. Their Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made thereunder, SEBI Listing Regulations, and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

(xxx) Agreements binding as defined under clause 5A of paragraph A of Part A of Schedule III of the Listing Regulations

No such agreement entered into by the Company.

(xxxi) Legal proceedings in respect of title of shares

There are no pending cases related to disputes over title to shares in which your Company has been made a party.

Green Initiative

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to Members at their e-mail address previously registered with the DPs and RTAs. Members who have not registered their e-mail addresses so far are requested to do the same. Those Members holding shares in demat form can register their e-mail address with their concerned DPs. Members who hold shares in physical form are requested to register their e-mail addresses with the RTA, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

Annexure A

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby Confirm that:

The Company has obtained from all the Members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year ended 31st March, 2025.

For Afcons Infrastructure Limited

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Place: Mumbai
Date: 23rd May, 2025

CEO AND CFO CERTIFICATION TO THE BOARD

[Under Regulation 17 (8) of SEBI (LODR) Regulations, 2015]

We, Paramasivan Srinivasan, Managing Director and Ramesh Kumar Jha, Chief Financial Officer of the Company certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated; wherever applicable; to the auditors and the Audit committee of:

   (i) Significant changes in internal control over financial reporting during the year;

   (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Afcons Infrastructure Limited

Srinivasan Paramasivan
Managing Director
(DIN No: 00058445)

Ramesh Kumar Jha
Chief Financial Officer

Place: Mumbai
Date: 22nd May, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
AFCONS INFRASTRUCTURE LIMITED
Afcons House 16, Shah industrial Estate,
Veera Desai Road, Azad Nagar,
Andheri, Mumbai 400053

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Afcons Infrastructure Limited** having CIN **L45200MH1976PLC019335** and having registered office at Afcons House 16, Shah industrial Estate, Veera Desai Road, Azad Nagar, Andheri, Mumbai 400053 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company*
1	Mr. Shapoorji Pallonji Mistry	00010114	26th April, 2000
2	Mr. Subramanian Krishnamurthy	00047592	15th November, 2002
3	Mr. Paramasivan Srinivasan	00058445	10th June, 2002
4	Mr. Umesh Narain Khanna	03634361	22nd August, 2012
5	Mr. Giridhar Rajagopalan	02391515	1st July, 2019
6	Mr. Atul Sobti	06715578	24th March, 2024
7	Mr. Cherag Sarosh Balsara	07030974	24th March, 2024
8	Mr. Sitaram Kunte	02670899	12th March, 2024
9	Ms. Rukhshana Jina Mistry	08398795	12th March, 2024
10	Mr. Anurag Kumar Sachan	08197908	12th March, 2024

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Signature

Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN: F010619G000418730
PR No.: 6389/2025

Place: Mumbai
Date: 23rd May, 2025

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
AFCONS INFRASTRUCTURE LIMITED

We have examined the compliance of the conditions of Corporate Governance by Afcons Infrastructure Limited ('the Company') for the year ended on 31st March, 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Parikh Parekh & Associates
Company Secretaries

Signature

Mohammad Pillikandlu
Partner
FCS No: 10619 CP No: 14603
UDIN: F010619G000418939
PR No.: 6389/2025

Place: Mumbai
Date: 23rd May, 2025

Business Responsibility & Sustainability Reporting

Business Responsibility and Sustainability Reporting (BRSR) is the practice of companies disclosing information about their environmental, social, and governance (ESG) performance. It goes beyond financial reporting to provide stakeholders with a comprehensive view of a company's non-financial impacts and contributions to sustainable development. BRSR covers topics such as environmental impact, social responsibility, and governance practices, aiming to promote transparency and accountability.

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

Sr. No.	Particulars	FY 2024-2025
1	Corporate Identity Number (CIN) of the Listed Entity	L45200MH1976PLC019335
2	Name of the Listed Entity	Afcons Infrastructure Limited
3	Year of incorporation	22nd November, 1976
4	Registered office address	Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar, Andheri (West), Mumbai - 400 053
5	Corporate address	Afcons House, 16, Shah Industrial Estate, Veera Desai Road, Azad Nagar, Andheri (West), Mumbai - 400 053
6	E-mail	secretarial@afcons.com
7	Telephone	+(91) 22-6719 1000
8	Website	www.afcons.com
9	Financial year for which reporting is being done	1st April, 2024 to 31st March, 2025
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11	Paid-up Capital	₹ 367,78,46,310/-
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Gaurang Parekh Company Secretary and Compliance Officer brsr@afcons.com +(91) 22-6719 1000
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone Basis*
14	Name of assurance/ assessment provider	Not Applicable
15	Type of assurance/ assessment obtained	Not Applicable

Note: * Excluding joint ventures, except for the financial data derived from the Standalone Financial which includes joint ventures.

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Construction & Civil Engineering	Engineering Procurement and Construction (EPC) company, delivering projects in the fields of Roads and Highways, Bridges, Mass Rapid Transit Systems, Railways, Marine Infrastructure, Industrial Infrastructure, Underground Tunnels, Irrigation, Water Supply, and Oil and Gas	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover Contributed
1	Construction and Civil Engineering Projects (Roads, Railways, Utility projects and other civil engineering projects)	42101	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	54	5	59
International	21	0	21

Note: i) Number of plants indicate operating sites,

ii) Number of offices includes- 3 zonal offices & 2 offices in Mumbai

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	16
International (No. of Countries)	14

Note: Afcons operates across India and internationally, with a strong pan-India and global presence.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

30.37%*

*Exports refers to turnover from overseas projects.

c. A brief on types of customers

We are an Engineering Procurement and Construction (EPC) company, delivering projects in the fields of Roads and Highways, Bridges, Mass Rapid Transit Systems, Railways, Marine Infrastructure, Industrial Infrastructure, Underground Tunnels, Irrigation, Water Supply, and Oil and Gas.

Our major clients include Central and State Governments, Municipal bodies, Government-owned enterprises, Public Sector Undertakings—both in India and abroad—as well as private sector clients in domestic and international markets.

IV. Employees

20. Details as at the end of Financial Year.

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1	Permanent (D)	3,724	3,621	97.23%	103	2.77%
2	Other than Permanent (E)	168	166	98.81%	2	1.19%
3	**Total employees (D + E)**	**3,892**	**3,787**	**97.30%**	**105**	**2.70%**
	WORKERS					
4	Permanent (F)	69	69	100%	0	0%
5	Other than Permanent (G)	29,233	28,999	99.20%	234	0.8%
6	**Total workers (F + G)**	**29,302**	**29,068**	**99.20%**	**234**	**0.8%**

Note - The data for "Other than Permanent" workers include workers employed by Afcons, subcontractors and manpower suppliers.

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male No. (B)	Male % (B / A)	Female No. (C)	Female % (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	**Total differently abled employees (D + E)**	**0**	**0**	**0%**	**0**	**0%**
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	0	0	0%	0	0%
5	Other than Permanent (E)	0	0	0%	0	0%
6	**Total differently abled workers (F + G)**	**0**	**0**	**0%**	**0**	**0%**

Note: The Company employs differently abled individuals at both the Head Office and project sites. While a separate database is not currently maintained, the Company is in the process of streamlining data management for these employees and workers.

21. Participation/Inclusion/Representation of women

Particular	Total (A)	No. and percentage of Females No. (B)	% (B / A)
Board of Directors	10	1	10%
Key Management Personnel	5	0	0%

Note: Total KMP includes the CFO, CS, Deputy MD, Managing Director, and Whole-Time Director.

22. Turnover rate for permanent employees and workers

Particular	FY 2024-25 (Turnover rate in current FY)			FY 2023-24 (Turnover rate in previous FY)			FY 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17.00%	18.56%	17.04%	17.84%	14.61%	17.77%	19.40%	9.70%	19.19%
Permanent Workers	21.79%	0%	21.79%	18.85%	0%	18.85%	21.46%	0%	21.46%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
1.	Hazarat & Company Private Limited	Subsidiary	100%	No
2.	Afcons Corrosion Protection Private Limited	Subsidiary	100%	No
3.	Afcons Hydrocarbons Engineering Private Limited	Subsidiary	100%	No
4.	Afcons Oil & Gas Services Private Limited	Subsidiary	100%	No
5.	Afcons Mauritius Infrastructure Ltd.	Subsidiary	100%	No
6.	Afcons Overseas Singapore Pte Ltd.	Subsidiary	100%	No
7.	Afcons Infrastructures Kuwait for Building, Road & Marine Contracting WLL	Subsidiary	49%	No
8.	Afcons Contracting Company $	Subsidiary	90%	No
9.	Afcons Construction Mideast LLC	Subsidiary	100%	No

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business responsibility initiatives of the listed entity? (Yes/No)
10.	Afcons Gulf International Project Services FZE	Subsidiary	100%	No
11.	Afcons Infra Projects Kazakhstan LLP	Subsidiary	100%	No
12.	Afcons Overseas Project Gabon SARL	Subsidiary	100%	No
13.	Afcons KPTL Joint Venture	Joint Venture	51%	No
14.	Strabag Afcons Joint Venture	Joint Venture	40%	No
15.	Ircon Afcons Joint Venture*	Joint Venture	47%	No
16.	Afcons Sener LNG Construction Projects Private Limited	Joint Venture	49%	No
17.	Afcons Gunanusa Joint Venture	Joint Venture	100%	No
18.	Transtonnelstroy Afcons Joint Venture	Joint Venture	99%	No
19.	Dahej Standby Jetty Project Undertaking	Joint Venture	100%	No
20.	Afcons Sibmost Joint Venture	Joint Venture	100%	No
21.	Afcons Pauling Joint Venture	Joint Venture	100%	No
22.	Afcons SMC Joint Venture	Joint Venture	100%	No
23.	Afcon Vijeta PES Joint Venture	Joint Venture	100%	No
24.	Afcons Vijeta Joint Venture	Joint Venture	100%	No
25.	Afcons JAL Joint Venture	Joint Venture	100%	No
26.	Afcons Hindustan Joint Venture	Joint Venture	100%	No
27.	Afcons Vijeta JV#	Joint Venture	100%	No
28.	Afcons Infrastructure Ltd and Vijeta Projects and Infrastructures Ltd JV	Joint Venture	100%	No

Note:

$ The Company, in joint venture with local Saudi partner, and has incorporated Subsidiary in the Kingdom of Saudi Arabia in the name of Afcons Contracting Company. The commercial registration was received on 1st August, 2024.

* Pursuant to the completion of the project, the said Joint Venture was wound up w.e.f. 30th September, 2024.

Afcons Vijeta JV is executing project in Zimbabwe.

Afcons Sener LNG Construction Projects Pvt.Ltd. is an Associate Company (i.e.Joint Venture Company). All other entities are unincorporated Joint Venture (i.e. Joint Operations) and Partnership Firm and are accounted in the Standalone/Consolidated Financial Statements in terms IND AS-110 & IND AS-111, however these entities (i.e. Unincorporated Joint Operations and Partnership Firm) are not considered as Subsidiaries / Associates Companies /Joint Venture Company under Companies Act 2013.

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

a. Turnover (in Crores)	12,499.93
b. Net worth (in Crores)	4,826.75

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) *	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	-	0	0	-
Investors (other than shareholders)	Yes	0	0	-	0	0	-
Shareholders	Yes	109	0	As per the report submitted with the stock exchanges	0	0	Company was not listed in FY 2023-24
Employees and workers	Yes	0	0	-	0	0	-
Customers	Yes	0	0	-	0	0	-
Value Chain Partners	Yes	0	0	-	0	0	-

*** Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)**

Stakeholder group from whom complaint is received	Web Link for Grievance Policy
Communities	https://www.afcons.com/en/policies-of-company
Investors (other than shareholders)	
Shareholders	
Employees and workers	
Customers	
Value Chain Partners	

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Energy and GHG Emissions	Risk	The Company's operations, including construction activities, rely heavily on energy-intensive processes and fossil fuels, leading to high energy costs and substantial GHG emissions. These emissions contribute to environmental degradation and climate change, subjecting Afcons to regulatory risks such as stricter carbon emission standards and carbon pricing. Additionally, failure to manage emissions effectively can harm the Company's reputation among environmentally conscious stakeholders, reduce competitiveness in ESG-driven markets, and increase operational costs for compliance and energy efficiency initiatives.	• Regular analysis of operations with respect to the present-day technologies and adoption of technologies that reduce GHG emissions. • Using grid power to the extent possible • Working with experts to introduce tailor made solutions that ensure emissions from plant and equipment are within the applicable standards.	Negative
2.	Water and Wastewater Management	Risk	The Company's operations rely heavily on water for activities such as concrete production, curing, dust suppression, and tunneling, leading to increased water consumption. This dependency may affect project timelines. Furthermore, inadequate wastewater treatment planning can result in improper discharge, causing environmental degradation, regulatory penalties, and reputational damage.	• Deploying conventional wastewater treatment systems at all project locations • Prioritising the use of recycled water in operations to the extent possible • Using additives such as High Range Water Reducing Admixtures in concrete and polymer-based drilling fluids for conserving water	Negative
3.	Occupational Health & Safety	Risk	Occupational Health & Safety is a critical aspect of the Company's operations, given the high-risk nature of its infrastructure projects. Hazards such as working at heights, excavation, and handling heavy machinery pose risks of injuries or fatalities if not managed effectively. These risks can lead to increased project downtime, legal liabilities,	• Providing training on Occupational Health and Safety to 100% of work force • Conducting regular safety audits in line with ISO 45001:2018 to ensure upkeep of robust safety management system	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			and reputational damage. Failure to comply with safety standards could result in regulatory penalties and reputational damage.	• Providing training on Behavior-based Safety to all the employees to ensure the sustainability of Health and Safety systems • Adoption of digital solutions such as in-house safety app to enable employees report unsafe acts and non-conformities	
4.	Workforce Well-being & Development	Opportunity	Prioritising workforce well-being and development enhances productivity, safety, and job satisfaction, fostering a more resilient and motivated team. Comprehensive training programs equip employees with advanced skills, driving innovation and efficiency in project execution. Health and wellness initiatives reduce absenteeism and improve overall performance, while a strong focus on diversity and inclusion cultivates a collaborative and adaptable work culture. Investments in workforce development not only strengthen employee loyalty and retention but also position the Company as an employer of choice, contributing to sustainable growth and long-term success.	Not Applicable	Positive
5.	Product Quality & Safety	Risk	Maintaining high standards of product quality and safety is critical due to the scale and complexity of the projects handled by the Company. Any compromise in quality or safety can lead to structural failures, legal liabilities, and damage to the Company's reputation. Additionally, non-compliance with global safety standards or client expectations may result in project delays and financial penalties.	• Implementation of a robust Quality Management System in line with ISO 9001:2015 and OHSMS in line with ISO 45001:2018 • Conducting regular internal audits to ensure compliance with the organisation's QMS and OHSMS	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				• Industry leading knowledge management and employee training programs to ensure efficient knowledge capture and dissemination among the workforce	
6.	Community Engagement	Opportunity	Through Corporate Social Responsibility (CSR) programs, the Company contributes to socio-economic development by supporting education, healthcare, and skill-building projects near its construction sites. Afcons has provided disaster relief, run community kitchens, supported orphanages, and enhanced livelihoods in project areas both in India and Overseas. These efforts build goodwill, ensure smooth project execution by addressing local concerns, and create lasting positive impacts on communities while reinforcing the Company's commitment to sustainable development.	Not Applicable	Positive
7.	Corporate Governance and Business Ethics	Opportunity	A strong governance framework, characterised by a balanced board structure, and robust risk management, fosters operational efficiency and resilience. By prioritising transparency, accountability, and ethical practices, the Company builds stakeholder trust, enhances decision-making, and mitigates risks effectively. This commitment to good governance strengthens the Company's reputation, supports long-term sustainability, and ensures alignment with global best practices, driving both financial and operational success.	Not Applicable	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Sr. No	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1.	**a.** Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	https://www.afcons.com/en/policies-of-company								
2.	Whether the entity has translated the policy into procedures. (Yes / No/ NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No/NA)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The Company's policies are aligned with international standards and practices such ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018 to ensure compliance with quality, and Occupational Health and Environment Management Systems. All the Company's projects adhere to the highest quality, ensuring workplace safety & minimum environment impact.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has adopted a Sustainability Policy and has undertaken several initiatives aimed at improving environmental performance, including energy and water conservation, emissions reduction, and material reuse. These efforts reflect the Company's commitment to continuous improvement in environmental stewardship and responsible resource management.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The sustainability performance at Afcons' is reviewed periodically by the CSR & Sustainability Committee which also provides guidance to achieve the same.								

Note: The ISO and other labels / standards adopted by Afcons are as follows:

- Principle 1: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Principle 2: ISO 9001:2015 and ISO 14001:2015
- Principle 3: ISO 45001:2018
- Principle 5: ISO 45001:2018
- Principle 6: ISO 14001:2015
- Principle 8: CSR disclosures pursuant to Section 135 of the Companies Act, 2013

Governance, leadership and oversight

7. **Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**

Infrastructure is fundamental to building a sustainable world. Yet the construction sector's dependence on resource-intensive materials like cement and steel poses environmental challenges. Therefore, all stakeholders, share the responsibility of adopting smarter, more efficient solutions. At Afcons, we believe engineering excellence and sustainability are not competing priorities; they are mutually reinforcing goals.

For over six decades, Afcons has delivered complex infrastructure projects with an unwavering focus on operational excellence. Our teams go the extra mile to optimise methods, often working closely with clients to co-create solutions that are not only cost-effective but also reduce material use and environmental impact. Through these innovations, including the use of alternative materials like polymer-based drilling fluids or project-specific admixtures, we consistently pursue innovations that benefit both performance and sustainability.

A key driver of this consistency is our institutional knowledge. Afcons has been recognised as a Most Innovative Knowledge Enterprise (MIKE) every year since 2018 at Indian and Global levels and previously won its predecessor award, the Most Admired Knowledge Enterprise, at Indian, Asian, and Global levels. This sustained recognition reflects the maturity of our systems and the strength of our knowledge-driven culture. Through this platform, we capture insights from diverse geographies and domains and ensure our workforce receives comprehensive training.

We're also embracing emerging technologies to future proof our operations. IoT based tracking is helping us monitor equipment performance and fuel efficiency in real time, while Building Information Modelling (BIM) is being piloted to enhance project planning and delivery.

These strengths are amplified by our growing Green Business in line with the FTSE Green Revenues Classification System 2.0 *(GRCS 2.0)**, which makes up, nearly 60% of our current order book lies in metros, water, rail, and hydroelectric projects. As policy and investment in sustainable infrastructure accelerate, we're confident this share will continue to rise.

Afcons is at an inflection point. With strong systems, a culture of learning, and deep execution capabilities, we are well-positioned to lead the next phase of our ESG journey with greater purpose and impact.

We thank you for your continued trust and support as we build a more sustainable future together.

Note: *While Afcons is not listed on the London Stock Exchange Group (LSEG), the company has proactively adopted the GRCS 2.0 framework from the FTSE index to enhance the transparency, consistency, and credibility of its sustainability disclosures. Globally accepted FTSE Green Revenues Classification System is a taxonomy used to define and measure industrial transition to a Green Economy. It captures environmental products and services covering 10 green sectors, 64 subsectors and 133 micro sectors; https://www.lseg.com/en/ftse-russell/green-revenues-data-model.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).

Mr. Srinivasan Paramasivan
Managing Director
DIN No: 00058445

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No/ NA).

Yes

If yes, please provide details

The Corporate Social Responsibility and Sustainability Committee (CSSR Committee) is responsible for decision making on sustainability related issues.

The Committee comprises the following members:

Mr. Subramanian Krishnamurthy (DIN - 00047592) - Executive Vice Chairman

Mr. Anurag Sachan (DIN – 08197908) - Independent Director

Mr. Umesh Khanna (DIN – 03634361) - Non-Executive & Non Independent Director

10. Details of Review of NGRBCs by the Company

Subject for Review		Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee								
		P1	P2	P3	P4	P5	P6	P7	P8	P9
a.	Performance against above policies and follow up action	Committee of the Board								
b.	Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Committee of the Board								

Business Responsibility & Sustainability Reporting (Contd.)

	Subject for Review		Frequency (Annually / Half yearly /Quarterly/ Any other-please specify)								
			P1	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	a.	Performance against above policies and follow up action	Other								
	b.	Description of any other frequency	The performance of the various policies is reviewed periodically, as required under the applicable laws, by the Board and its respective Committees.								
11	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).		No								
	If yes, provide name of the agency.		Not Applicable								
12	**If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:**		**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	The entity does not consider the Principles material to its business (Yes/No)		Not Applicable								
	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)										
	The entity does not have the financial or/human and technical resources available for the task (Yes/No)										
	It is planned to be done in the next financial year (Yes/No)										
	Any other reason (please specify)										

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	7 Sessions	• Insights on ESG and BRSR • Insider Trading Regulation • Regulatory Updates on Amendment to the Sebi LODR Regulation • Updates on Related Party Transaction • Awareness on Business Processes, System,	100%
Key Managerial Personnel	7 Sessions		100%
Employees other than BOD and KMPs	362 Sessions	Skill Development, Technical Training, Soft Skills, HSE awareness, POSH etc.	100%
Workers	16,877 Sessions	Health, Safety and Environment	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In ₹) (For Monetary Cases only)**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Penalty / Fine	**Principle 1**	GST	38,82,72,044	The GST Authority has issued a penalty claim totaling ₹38.83 Crores, which includes a penalty of ₹14.39 Crores (already paid under protest) that the Authority has previously requested from the Company through a separate order, as disclosed to the Stock Exchange on February 1, 2025. The Company contends that entire penalty is unjustified, as they have put forth their case without any definitive conclusions in the order. Furthermore, the current order requires judicial comity and prohibits simultaneous proceedings.	Yes
Settlement	Nil				
Compounding fee					

Non-Monetary				
Particular	**NGRBC Principle**	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the Case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	Nil			
Punishment				

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. **Does the entity have anti-corruption or anti-bribery policy? (Yes/No) :** Yes

If yes, provide details in brief

Afcons has embedded its commitment to anti-bribery and anti-corruption within its Sustainability Policy, which aligns with globally recognised frameworks such as the OECD Guidelines, National Guidelines on Responsible Business Conduct (NGRBC), and BRSR requirements.

The policy outlines a zero-tolerance approach to bribery, kickbacks, and facilitation payments, enforces internal controls and due diligence mechanisms, and emphasises fair competition and integrity in procurement and financial transactions. It applies to all employees and stakeholders across geographies and ranks. This integrated approach ensures ethical conduct is upheld across Afcons' operations.

If yes, provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place https://www.afcons.com/en/policies-of-company.

5. **Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

Particular	FY 2024-25	FY 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. **Details of complaints with regard to conflict of interest:**

Case Details	FY 2024-25		FY 2023-24	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7 **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

8. **Number of days of accounts payables in the following format:**

Particular	FY 2024-25	FY 2023-24
Number of days of accounts payables	148	158

Note: Calculation of number of days of accounts payable is as per Industry standards note on BRSR Core and cost of goods/ services procured includes all types of procurement such as raw material, spares, services and capex procurement items as applicable.

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics		FY 2024-25	FY 2023-24
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	0%	0%
	b.	Number of trading houses where purchases are made from	0	0
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	0%	0%
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	0%	0%
	b.	Number of dealers / distributors to whom sales are made	0	0
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0%	0%
Share of RPTs in	a.	Purchases (Purchases with related parties as % of Total Purchases)	0.65%	1.70%
	b.	Sales (Sales to related parties as % of Total Sales)	0.01%	0.16%
	c.	Loans & advances given to related parties as % of Total loans & advances)	28.06%	40.71%
	d.	Investments	96.10%	93.68%

Note: Purchases from trading houses are not estimated at present, as such purchases are not separately tracked.

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year.

Total number of awareness programmes held	Topics / principles covered under the training	Percentage of value chain partners covered (by value of business done with such partners) under the awareness programmes
Not Applicable		

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) : Yes

If Yes, provide details of the same.

The Company follows a practice of obtaining annual disclosures from each Director at the commencement of the financial year to address conflict of interests involving members of the Board. Additionally, Directors are required to promptly disclose any changes in their interests throughout the year. As a part of this process, any Director with a conflict of interest is restricted from participating in discussions or voting on matters where their personal interests are involved and they are present.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimise the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

Essential Indicator

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Sr. No.	Particular	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
1	R&D	0%	0%	Not Applicable
2	Capex	16.14%	0.95%	Afcons' focuses on enhancing environmental and social impacts through key investments in water purification systems, energy-efficient equipment, air pollution monitoring, and sewage treatment. These initiatives include RO plants, VFD drives for energy savings, anti-smog guns, and eco-friendly office equipment, all aimed at reducing pollution, conserving resources, and improving the quality of life for our employees and surrounding communities.

2 a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes

b. **If yes, what percentage of inputs were sourced sustainably?**

79%

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**

(a)	Plastics (including packaging)	Not Applicable
(b)	E-waste	
(c)	Hazardous waste	
(d)	Other waste	

Note: Afcons undertakes infrastructure projects that are constructed and handed over to the client; therefore, product reclaim is not applicable.

4. a **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No)**

No*

b **If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?**

Not Applicable

c **If not, provide steps taken to address the same**

Not Applicable

*Afcons is an EPC contractor, and its operations do not involve manufacturing activities.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? (Yes/No)**

No

If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	If yes, provide the web-link.
Not Applicable						

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Sr. No.	Name of Product/Service	Description of the risk/concern	Action Taken
Not Applicable			

3. **Percentage of recycled or reused material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Sr. No.	Indicate input material	Recycled or re-used input material to total material (In % to Total Material considering the Value)	
		FY 2024-25	FY 2023-24
For cement*		**8.14%**	**9.64%**
1	Cement PSC (Cement produced reusable material)	1.25%	0.51%
2	Cement PPC (Cement produced reusable material)	0.39%	0.00%
3	Fly Ash	5.19%	6.86%
4	GGBS	1.31%	2.27%

*The percentages represent recycled or reused cementitious materials relative to the total quantity of cementitious materials purchased.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

Sr. No.	Particular	FY 2024-2025			FY 2023-2024		
		Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)	Re-Used (In MT)	Recycled (In MT)	Safely Disposed (In MT)
1	**Plastics (including packaging)**	0	0	0	0	0	0
2	**E waste**	0	0	0	0	0	0
3	**Hazardous waste**	0	0	0	0	0	0
4	**Other waste**	0	0	0	0	0	0

Note: Afcons is an EPC contractor and not a manufacturer of products. Therefore, this is not applicable to the company.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Sr. No.	Indicate product category	Reclaimed products and their packaging materials (as % of total products sold in respective category)
Not Applicable		

Note: Afcons is an EPC contractor and not a manufacturer of products. Therefore, this is not applicable to the company.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

(This principle emphasises the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

Essential Indicators

1 a. **Details of measures for the well-being of employees:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	3,621	3,621	100%	3,621	100%	0	0%	0	0%	0	0%
Female	103	103	100%	103	100%	103	100%	0	0%	0	0%
Total	**3,724**	**3,724**	**100%**	**3,724**	**100%**	**103**	**100%**	**0**	**0%**	**0**	**0%**
Other than permanent employees											
Male	166	166	100%	166	100%	0	0%	0	0%	0	0%
Female	2	2	100%	2	100%	2	100%	0	0%	0	0%
Total	**168**	**168**	**100%**	**168**	**100%**	**2**	**100%**	**0**	**0%**	**0**	**0%**

1 b. **Details of measures for the well-being of workers:**

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	69	69	100%	69	100%	0	0%	0	0%	0	0%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**69**	**69**	**100%**	**69**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**
Other than permanent workers											
Male	28,999	255	1%	28,999	100%	0	0%	0	0%	0	0%
Female	234	0	0%	234	100%	0	0%	0	0%	0	0%
Total	**29,233**	**255**	**1%**	**29,233**	**100%**	**0**	**0%**	**0**	**0%**	**0**	**0%**

1 c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format**

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the Company	0.34%	0.24%

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	0%	0%	No	0%	0%	Yes*

Note– Retirement benefits are paid as per the applicability and eligibility requirements of the local laws.
* During the Financial year 2023-24 only Three (3) employees were covered under ESI.
The number of employees and workers eligible under the Employees' State Insurance (ESI) scheme is negligible; hence, the percentage coverage is reflected as 0%. However, statutory deductions have been made and deposited for those applicable.

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

If not, whether any steps are being taken by the entity in this regard.

Not Applicable

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016?**

No

If so, provide a web-link to the policy.

Not Applicable

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	NA	NA	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No	If yes, then give details of the mechanism in brief
Permanent Workers	Yes	We have robust mechanisms in place for enabling employees to submit their grievances and ensuring their resolution. HR and Admin staff, HSE staff and Project Managers deployed at each project site act as contact points for employees to submit their grievances and for their resolution. Email, and direct communication are the major channels of communication for employees in this regard. Grievances that are not resolved satisfactorily at the site level can be escalated to Director - HR.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	3,724	0	0%	3,846	0	0%
Male	3,621	0	0%	3,755	0	0%
Female	103	0	0%	91	0	0%
Total Permanent Workers	69	69	100%	87	87	100%
Male	69	69	100%	87	87	100%
Female	0	0	0%	0	0	0%

8. **Details of training given to employees and workers:**

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and Safety Measures		On Skill Upgradation		Total (D)	On Health and Safety Measures		On Skill Upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (C/D)
Employees										
Male	3,787	3,787	100%	3,635	96%	3,948	3,948	100%	3,593	91.01%
Female	105	105	100%	76	72.38%	93	93	100%	61	65.6%
Total	**3,892**	**3,892**	**100%**	**3,711**	**95.35%**	**4,041**	**4,041**	**100%**	**3,654**	**90.42%**
Workers										
Male	29,068	29,068	100%	29,068	100%	29,451	29,451	100%	29,451	100%
Female	234	234	100%	234	100%	244	244	100%	244	100%
Total	**29,302**	**29,302**	**100%**	**29,302**	**100%**	**29,695**	**29,695**	**100%**	**29,695**	**100%**

Note - *Disclosure is provided for both permanent and other than permanent employees and workers (incl. subcontractors and manpower suppliers).*

9. **Details of performance and career development reviews of employees and worker:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (D)	No. (E)	% (E / D)
Employees						
Male	3,787	3,787	100%	3,948	3,948	100%
Female	105	105	100%	93	93	100%
Total	**3,892**	**3,892**	**100%**	**4,041**	**4,041**	**100%**
Workers						
Male	29,068	255	0.88%	29,451	249	0.85%
Female	234	0	0%	244	0	0%
Total	**29,302**	**255**	**0.87%**	**29,695**	**249**	**0.84%**

Note - *Disclosure is provided for both permanent and other than permanent employees and workers, those who are directly employed by Afcons.*

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No)

Yes

If yes, the Coverage such systems?

Afcons has implemented a comprehensive Occupational Health and Safety Management System (OHSMS) across all its operational locations, including project sites, camps, workshops, and offices.

This system is aligned with the requirements of ISO 45001:2018 and is underpinned by a robust Environment, Health, and Safety (EHS) policy.

To ensure consistent performance and risk mitigation, the OHSMS provides a structured framework for identifying, assessing, and controlling workplace hazards. The system undergoes periodic third-party audits and is certified for compliance with ISO 45001:2018, reflecting our commitment to maintaining a safe and healthy work environment for all personnel.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company's Occupational Health and Safety Management System (OHSMS) embeds risk management as a core function across all operational levels. Each work location is required to integrate Health, Safety, and Environment (HSE) risk management practices into daily operations.

The risk management process includes five essential steps:

1. Hazard identification
2. Risk assessment and evaluation
3. Risk mitigation planning
4. Implementation of control measures
5. Monitoring and documentation

These processes are carried out routinely and adapted for non-routine activities, with active participation from cross-functional teams including design and planning engineers, execution engineers, plant and equipment specialists, EHS personnel, and site workers.

For high-risk tasks, site-specific Safe Work Method Statements and Permit to Work systems are developed and implemented prior to commencement, ensuring preventive controls are clearly defined and communicated.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks? (Yes/ No)

Yes

Afcons has established formal processes that enable workers to report work-related hazards and withdraw from potentially unsafe situations without fear of reprisal. The AfconSafe mobile application facilitates real-time reporting of hazards, unsafe conditions, or near misses. Additionally, trained safety champions are deployed at work fronts to proactively identify and escalate risks for prompt corrective action. Worker participation is institutionalised through multiple platforms:

- Project HSE Committees (with worker representation)
- Daily toolbox talks and safety briefings
- Weekly subcontractor and safety walkthrough meetings
- Monthly safety committee meetings

These mechanisms ensure continuous feedback, active involvement of the workforce in safety governance, and the integration of frontline insights into risk mitigation plans.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

Afcons provides access to non-occupational medical and healthcare services for all personnel at its sites.

Every project location is equipped with Occupational Health Centres and first-aid facilities. In addition, the Company has established tie-ups with nearby hospitals and nursing homes to ensure priority access to medical services.

Ambulances are stationed at work locations to respond to emergencies, reinforcing the Company's commitment to the health and well-being of its workforce beyond occupational requirements.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.026	0.07
	Workers	0.047	0.62
Total recordable work-related injuries	Employees	1	3
	Workers	10	11
No. of fatalities	Employees	1	1
	Workers	4	7
High-consequence work-related injury or ill health (excluding fatalities)	Employees	0	0
	Workers	0	0

***Including in the contract workforce**

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Afcons is committed to ensuring a safe and healthy work environment for all employees and workers across its operations. Safety is embedded as a core value and is driven by a collaborative approach involving HSE, Human Resources, Administration, and medical teams.

Recognising the high-risk nature of infrastructure projects, each site is mandated to develop a site-specific HSE Plan. These plans identify hazardous activities, evaluate associated risks, and define preventive and control measures. Compliance is ensured through regular internal audits and third-party assessments, with heightened focus on high-risk locations.

The Company leverages digital tools such as the AfconSafe app for real-time hazard reporting, learning dissemination, and performance monitoring. Additionally, Afcons has institutionalised advanced practices such as:

- The National Safety Rating System (NSRS) by the National Safety Council
- Behaviour-Based Safety (BBS) programs
- Role- and risk-specific training modules
- Innovative learning platforms like SME-led Masterclasses and Activity-Based Classrooms (ABC)

These structured efforts have not only enhanced on-ground safety performance but also earned Afcons multiple accolades, including the NSC 5-Star Rating, CII Safety Awards, British Safety Council (BSC) recognitions, ROSPA Awards, and national-level Safety Shields, affirming the Company's industry leadership in occupational health and safety.

13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health & Safety	0	0	-	0	0	-

14. Assessment for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

Afcons maintains a robust Health, Safety, and Environment (HSE) framework aligned with ISO 45001:2018 and ISO 14001:2015 standards, ensuring a structured approach to managing occupational risks and promoting continuous safety enhancement.

In the event of any safety-related incident, the Company undertakes a thorough root cause analysis to identify systemic gaps. Based on the findings, corrective and preventive actions (CAPA) are promptly implemented. Recent actions have included:

- Revision of Standard Operating Procedures (SOPs)
- Enhancement of the Permit-to-Work system
- Strengthening controls for high-risk activities such as working at heights, material handling, excavation, and lifting operations

To foster a proactive safety culture, the Company continues to roll out Behaviour-Based Safety (BBS) initiatives across all project sites. This is supplemented by:

- Daily toolbox talks
- Cross-functional safety audits
- Role-specific training programs
- Mandatory use of Personal Protective Equipment (PPE) tailored to work-specific hazards

These measures have led to a measurable increase in workforce safety awareness and operational discipline, significantly reducing unsafe behaviours and reinforcing risk ownership at all levels.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(A) Employees (Y/N)	Yes
(B) Workers (Y/N)	Yes

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

To ensure compliance with statutory requirements, dedicated teams at both project sites and the Head Office (HO) actively monitor and ensure that all statutory dues are correctly deducted and deposited by our value chain partners. This structured approach helps maintain adherence to regulatory standards across all operations.

3. Provide the number of employees/workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been/ are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Particular	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	0	0	0	0

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No/ NA)**

   No

5. **Details on assessment of value chain partners:**

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	100%
Working Conditions	100%

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   None.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders, including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Stakeholder interaction is a key element of Afcons' sustainability management practices. Through open, honest, and consistent dialogue, Afcons gains a deeper understanding of stakeholder concerns and expectations. These insights are vital in shaping ESG initiatives that are not only impactful but also truly aligned with what matters most to those the Company serves and works with. Afcons conducts stakeholder engagement at regular intervals and additionally as deemed necessary based on evolving priorities or emerging issues.

At Afcons, our stakeholder engagement process involves identifying key stakeholders across our projects and operations, ensuring purposeful communication to align expectations. We emphasise deliberate engagement through regular interactions, track and measure our engagement efforts, and strive to create shared value for all parties involved.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other- Please Specify)	Frequency of engagement (Annually, Half-yearly, Quarterly, others- Please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders/ Institutional investors	No	Email, Direct Communication, Notice Boards	Quarterly, as needed	• Declaring Earnings Results, Addressing Investor Queries, • Providing earnings outlook, uploading material disclosures on stock exchange / SEBI websites.
Financial Institutions	No	Email, Direct Communication	Quarterly, as needed	• Declaring Earnings Results, Publishing Annual Reports, • Providing regular updates on the Company's financial health
Government/ Regulatory authorities	No	Regulatory Filings	As needed	Statutory compliances as laid down by regulatory bodies such as SEBI, Pollution Control Board, DGFT and MCA
Customers	No	Email, Letters	As needed	Communicating project progress and other material information as per frequency set in the contract
Employees & Workers	No	Email, Notice Board, Intranet systems	As needed	Making announcements such as company business updates, new/ changed organisational policies, and other general notices
Community	No	Community Meetings, One on One meetings	As needed	Ensuring upliftment of the communities through CSR and allaying concerns if any
Peers	No	Email, Direct Communication	As needed	Making Joint representations to Government/Industry Bodies for raising industry wide issues
Suppliers and Distributors	No	Email, Direct Communication	As needed	Requesting quotations, Issuing Work Orders, Communicating and redressing Grievances/ Complaints

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   At Afcons, stakeholder consultation on ESG topics is an integral part of our materiality assessment and sustainability governance framework. During the materiality assessment exercise conducted in FY 2024-25, we engaged a wide range of internal and external stakeholders through surveys and focused group discussions. This consultation helped identify key ESG topics relevant to both stakeholders and the business.

   The insights gathered through these engagements were systematically analyzed and mapped using the double materiality approach. The outcomes were then consolidated and presented to the CSSR Committee of the Board, which is responsible for implementing the Sustainability Policy at Afcons. This ensures that the Board remains informed and aligns with stakeholder expectations, enabling strategic decision-making that balances business priorities with sustainable development goals.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).** Yes

   If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Stakeholder consultation is actively used by Afcons to support the identification and management of environmental and social topics.

   During the materiality assessment exercise for FY 2024-25, Afcons engaged with various stakeholder groups through surveys, interviews, and discussions. The insights gathered from these consultations helped validate and prioritise key environmental and social issues relevant to both stakeholders and the business. These inputs were reviewed by the internal teams and the CSSR Committee of the Board, and were incorporated into the Company's policies, strategies, and sustainability initiatives to ensure they remain responsive to stakeholder expectations and evolving external challenges.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.**

   At Afcons, engaging with vulnerable and marginalised stakeholder groups is a core component of our Corporate Social Responsibility (CSR) strategy. We adopt a participatory approach, actively collaborating with local communities to understand their specific needs and challenges. Through ground-level consultations, we gather insights on issues related to education, healthcare, livelihood, and basic infrastructure. Based on these findings, Afcons implements targeted interventions, either directly or through partnerships with trusted agencies and local institutions. These initiatives are designed to create lasting, positive impacts, ensuring that our CSR efforts are inclusive, effective, and sustainable. Continuous stakeholder feedback is incorporated into the planning and execution of projects, reinforcing our commitment to responsible and equitable development.

PRINCIPLE 5 Businesses should respect and promote human rights.

(This principle focuses on the importance of human rights. Companies should respect and promote human rights, including the rights to freedom of expression, association, and privacy. They should also prevent and address human rights violations in their operations and value chains.)

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Benefits	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	3,724	3,724	100%	3,846	3846	100%
Other than permanent	168	168	100%	195	195	100%
Total Employees	**3,892**	**3,892**	**100%**	**4,041**	**4,041**	**100%**
Workers						
Permanent	69	69	100%	87	87	100%
Other than permanent	29,233	29,233	100%	29,608	29,608	100%
Total Workers	**29,302**	**29,302**	**100%**	**29,695**	**29,695**	**100%**

The data pertaining to Other than Permanent workers include workers employed by Afcons as well as subcontractors and manpower supplies.

2. Details of minimum wages paid to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B /A)	No. (C)	% (C /A)		No. (E)	% (E /D)	No. (F)	% (F /D)
Permanent employees										
Male	3,621	0	0%	3,621	100%	3,755	0	0%	3,755	100%
Female	103	0	0%	103	100%	91	0	0%	91	100%
Total	**3,724**	**0**	**0%**	**3,724**	**100%**	**3,846**	**0**	**0%**	**3,846**	**100%**
Other than Permanent employees										
Male	166	0	0%	166	100%	193	0	0%	193	100%
Female	2	0	0%	2	100%	2	0	0%	2	100%
Total	**168**	**0**	**0%**	**168**	**100%**	**195**	**0**	**0%**	**195**	**100%**
Permanent workers										
Male	69	0	0%	69	100%	87	0	0%	87	**100%**
Female	0	0	0%	0	0%	0	0	0%	0	0
Total	**69**	**0**	**0%**	**69**	**100%**	87	0	**0%**	**87**	**100%**
Other than Permanent workers										
Male	3,222	0	0%	3,222	100%	3,597	0	0%	3,597	100%
Female	234	0	0%	234	100%	244	0	0%	244	100%
Total	**3,456**	**0**	**0%**	**3,456**	**100%**	**3,841**	**0**	**0%**	**3,841**	**100%**

Note: *The data pertaining to "Other than Permanent workers" includes only workers that are directly employed by Afcons.*

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

Particular	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in ₹)	Number	Median remuneration/ salary/ wages of respective category (in ₹)
Board of Directors (BOD)	3	8,48,06,499	0	0
Key Managerial Personnel	5	5,33,95,504	0	0
Employees other than BOD and KMP	3,787	13,21,176	105	10,16,664
Workers	3,291	4,12,800	0	0

Note:

i. The remuneration of the Board of Directors (BOD) includes the remuneration paid to Executive Directors but excludes commission and/or sitting fees paid to directors. Non-Executive and Independent Directors are excluded, as they do not receive any remuneration.

ii. Key Managerial Personnel (KMP) includes Executive Directors.

iii. The median remuneration for workers includes workers employed by Afcons directly.

iv. The remuneration considered above are the annual figures.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Particulars	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	1.77%	1.52%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?

Yes

At Afcons, the Director (Human Resources) serves as the focal point for addressing human rights impacts or issues arising from the Company's operations. In addition, at project sites, designated personnel from the IR, Administration, and Environment, Health & Safety (EHS) teams are responsible for managing human rights and labor-related concerns. This multi-level governance structure ensures that human rights issues are addressed promptly and effectively, with a strong emphasis on compliance, accountability, and continuous awareness through training programmes such as new employee inductions, HSE training, and POSH awareness.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Afcons has established a structured internal grievance redressal mechanism to address human rights-related issues across its operations. Employees and workers can raise concerns directly with the HR & Admin, HSE personnel, or Project Managers at their respective sites, either in person or via email. If the matter is not resolved satisfactorily at the site level, grievances can be escalated to the Director (Human Resources), who serves as the focal point for human rights issues within the organisation.

Additionally, Afcons has a POSH Policy, under which a dedicated POSH Committee has been constituted to address and resolve complaints related to sexual harassment. Employees, workers, and channel partners can approach the Committee in confidence to seek redressal. These mechanisms ensure transparency, confidentiality, and timely resolution, reinforcing the Company's commitment to upholding human rights and ethical workplace conduct.

6. **Number of Complaints on the following made by employees and workers:**

Benefits	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour / Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

Particulars	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees / workers	0%	0%
Complaints on POSH upheld	0	0

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

   The Company has established a dedicated POSH Committee to oversee the prevention and resolution of harassment and discrimination complaints. In line with its POSH Policy, the Company is committed to ensuring that no employee who raises a harassment concern faces retaliation or adverse consequences. We protect complainants and witnesses from victimisation or discrimination throughout the investigation process.

9. **Do human rights requirements form part of your business agreements and contracts? (Yes/No/NA)** Yes

10. **Assessments for the year:**

Name of the Assessment	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.**

   Not Applicable

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

   No complaints received related to Human Rights violations.

2. **Details of the scope and coverage of any Human rights due diligence conducted**

   None conducted.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016? (Yes/No)

Yes

4. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

None.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment.

(This principle emphasises the importance of environmental stewardship. Companies should minimise their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2024-25 (in Giga Joules)	FY 2023-24* (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	216.00	216.00
Total fuel consumption (B)	0.00	0.00
Energy consumption through other sources (C.)	0.00	0.00
Total energy consumed from renewable sources (A+B+C)	**216.00**	**216.00**
From non-renewable sources		
Total electricity consumption (D)	1,86,983.63	2,32,261.40
Total fuel consumption (E)	12,17,095.92	16,68,255.24
Energy consumption through other sources (F)	0.00	0.00
Total energy consumed from non-renewable sources (D+E+F)	**14,04,079.55**	**19,00,516.64**
Total energy consumed (A+B+C+D+E+F)	**14,04,295.55**	**19,00,732.64**
Energy intensity per rupee of turnover [Total energy consumed (in GJ) / Revenue from operations (in rupees)]	0.0000112344	0.0000147261
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total energy consumed (in GJ)/ Revenue from operations in rupees adjusted for PPP]	0.0002321033	0.0003042405
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?		No
If yes, name of the external agency.	Not Applicable	

Note: The revenue from operations has been adjusted for Purchasing Power Parity (PPP) using the latest PPP conversion factor published by the International Monetary Fund (IMF) for India for the year 2025, which is 20.66.

**The energy figure have been restated based on the new methodology which has been adopted from this financial year.*

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Yes/No)**

   No

   If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

   Not Applicable

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	2,33,991	5,47,693
(ii) Groundwater	7,09,486	8,51,649
(iii) Third party water	7,19,906	7,05,637
(iv) Seawater / desalinated water	4,19,800	7,56,651
(v) Others- A. Rainwater	5,307*	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**20,88,489**	**28,61,630**

Parameter	FY 2024-25	FY 2023-24
Total volume of water consumption (in kilolitres)	**11,62,999**	**13,91,815**
Water intensity per rupee of turnover [Total water consumption (in KL) / Revenue from operations (in rupees)]	0.0000093040	0.0000107832
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total water consumption (in KL) / Revenue from operations in rupees adjusted for PPP]	0.0001922216	0.0002227806
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Yes/No)		No
If yes, name of the external agency.	Not Applicable	

Note:

*i. *Rainwater pit in Ahmedabad elevated project*

ii. Recycled water constitutes 19.5% of our total water withdrawal for FY 24-25 and 13.9% for FY 23-24.

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	16,009	10,895
With treatment – primary treatment through sedimentation tanks	6,011	86,751
(ii) To Groundwater		
No treatment	0	0
With treatment	0	0
(iii) To Seawater		
No treatment	2,63,054	5,27,598
With treatment – RO system employing advanced treatment processes.	0	10,640
(iv) Sent to third-parties		
No treatment-	66,253	1,90,618
With treatment – primary treatment in septic tanks.	65,340	2,46,739
(v) Others		
No treatment	3,52,945	2,22,322
With treatment – primary treatment through sedimentation tanks.	1,55,878	1,74,251
Total water discharged (in kilolitres)	**9,25,491**	**14,69,815**
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)		No
If yes, name of the external agency.	Not Applicable	

5. Has the entity implemented a mechanism for Zero Liquid Discharge?

No

If yes, provide details of its coverage and implementation.

Not Applicable

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Mg/Nm3	116.58	46.83
SOx	Mg/Nm3	53.97	35.96
Particulate matter (PM)	Mg/Nm3	39.54	36.66
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			**Yes**
If yes, name of the external agency.	Omshiva Test House Pvt Ltd, SkyLab Analytical Laboratory, Idma Laboratories and others		

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**2,44,138.80**	**3,32,644.91**
Total Scope 2 emissions (Break-up of the GHG into CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3, if available)	Metric tonnes of CO_2 equivalent	**37,760.30**	**46,194.21**
Total Scope 1 and Scope 2 emissions per rupee of turnover [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations (in rupees)]	**-**	0.0000022552	0.0000029351
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [Total Scope 1 and Scope 2 GHG emissions (in $MTCO_2e$) / Revenue from operations in rupees adjusted for PPP]	**-**	0.0000465925	0.0000606388
Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)			No
If yes, name of the external agency.	Not Applicable		

Note: *Source of emission factors used - EPA's GHG Emission Factors Hub, CEA's CDM - CO_2 Baseline Database User Guide Version 19 has been used for the purpose of GHG Emissions calculations.*

8. **Does the entity have any project related to reducing Green House Gas emission? (Yes/ No)**

No

If yes, then provide details.

Not Applicable

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	3,697.50	5,986.34
E-waste (B)	4.36	0.86
Bio-medical waste (C)	0.45	0.40
Construction and demolition waste (D)	60,545.80	84,033.37
Battery waste (E)	14.71	45.64
Radioactive waste (F)	0.00	0.00
Other Hazardous waste (Used Oil) (G)	54.74	61.34

Parameter	FY 2024-25	FY 2023-24
Other Non-hazardous waste generated (H). Please specify, if any. Break-up by composition i.e. by materials relevant to the sector)		
A. Cardboard	1.71	28.41
B. Empty Cement bags	41.16	143.97
C. Concrete cubes	3,152.09	2,172.52
D. Metal Scrap	6,879.55	7,224.31
E. Wooden scrap	173.86	23.62
Total (A+B + C + D + E + F + G + H)	**74,565.93**	**99,720.78**
Waste intensity per rupee of turnover [Total waste generated (in MT) / Revenue from operations (in rupees)]	0.0000005965	0.0000007726
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) Total waste generated (in MT) / Revenue from operations in rupees adjusted for PPP	0.0000123243	0.0000159618

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste	FY 2024-25	FY 2023-24
(i) Recycled	315.64	301.70
(ii) Re-used	55.96	56.32
(iii) Other recovery operations	1,150.58	3,564.12
Total	**1,522.18**	**3,922.14**

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste	FY 2024-25	FY 2023-24
(i) Incineration	0.00	0.00
(ii) Landfilling	0.00	0.00
(iii) Other disposal operations	67,049.37	92,111.74
Total	**67,049.37**	**92,111.74**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)

No

If yes, name of the external agency.

Not Applicable

Note – *All of the waste generated is disposed of/recovered typically. However, this doesn't happen in the same year, hence the mismatch between the waste generation and disposal/recycling figures.*

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Afcons follows a structured waste management process across all its project locations, with an emphasis on segregation, safe storage, and responsible disposal in accordance with applicable regulations.

Waste generated during daily operations is promptly segregated at the source under the supervision of activity-specific personnel. The segregated waste is collected and handed over to centralised site stores, where records are maintained by the designated stores in-charge. All waste materials are securely stored in designated areas until they are handed over to authorised recyclers or disposal agencies, in compliance with statutory requirements and supported by documented waste manifests.

As an EPC contractor, Afcons typically executes projects based on client-specified materials and designs. Nevertheless, the Company is committed to minimising the use of hazardous and toxic substances to the extent feasible. Through value engineering, material optimisation, and adoption of safer alternatives wherever permissible, Afcons seeks to reduce environmental impact without compromising on quality or client expectations.

These practices reflect the Company's alignment with its larger environmental stewardship goals and its commitment to responsible resource use.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
Not Applicable				

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

EIA is conducted by the project proponent. As an EPC contractor, Afcons is not involved in the preparation or approval process.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N/NA).

Yes

If not, provide details of all such non-compliances, in the following format:

Specify the law/regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not Applicable			

Leadership Indicators

1. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Sr. No.	Details of significant direct & indirect impact of the entity on biodiversity in the area	Details of significant direct & indirect impact of the entity on biodiversity in the area
Not Applicable		

2. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative	Corrective action taken, if any
LED lights & Five Star Electrical appliances	All sites have transitioned to energy-efficient LED lighting for area and office illumination, alongside adopting 5-star rated air conditioning systems to reduce overall energy consumption.	Reduction in energy consumption	-
Refrigerants having low ozone depleting potential	Sites utilise R410A refrigerants known for their low ozone depletion potential (ODP), aligning with our commitment to environmentally responsible cooling solutions.	Reduction in GHG Emissions	-
Reduction in use of OPC cement to reduce Carbon footprint	Sites have used industry byproducts like fly ash and GGBS to replace OPC in concrete. These byproducts not only reduce the carbon footprint of concrete but also improve the long-term strength and durability, thereby increasing the service life of the structure.	Reduction in carbon footprint of concrete	-
Reduction in water consumption in concrete	Sites have used specialized chemical admixtures to reduce the water requirement for producing concrete. We are able to get the required fresh concrete properties even with reduced water content.	Reduction in water consumption in concrete	
VFD in electrical installations	All energy-intensive equipment—including TBMs, ventilation systems, gantry cranes, pumps, and plants—are equipped with Variable Frequency Drives (VFDs) to optimise energy consumption and improve operational efficiency.	Energy reduction	-
Retro fitment of DG sets	Installation is underway in compliance with local statutory authority requirements, with initiatives already commenced on projects in Jammu & Kashmir state projects.	Reduction in PM emissions	-

3. **Does the entity have a business continuity and disaster management plan? (Yes/No)**

Yes

Give details in 100 words/ web link.

Afcons has a robust Business Continuity Plan (BCP) integrated into its Internal Controls and Crisis Management framework. A dedicated Crisis Management Committee oversees risk preparedness, develops response protocols, and ensures seamless communication during emergencies. The Company regularly conducts mock drills, scenario-based training, and disaster recovery simulations to test resilience against high-impact, high-velocity risks. These efforts are aimed at minimising disruptions and safeguarding personnel, assets, and critical operations. The BCP framework ensures operational continuity, quick recovery, and compliance with regulatory expectations.

Web link: https://www.afcons.com/sites/default/files/2024-11/Risk%20Management%20Policy.pdf.

4. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

None

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner, and avoid engaging in activities that could undermine the public interest or the democratic process.)

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.**

   9 (Nine)

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National/ International)
1.	Construction Federation of India	National
2.	Central Board of Irrigation and Power	International
3.	The Federation of Indian Chambers of Commerce and Industry	National
4.	International Road Federation-India Chapter	International
5.	Confederation of Indian Industry	National
6.	Bombay Chamber of Commerce and Industry	State
7.	Ministry of Commerce and Industry - Directorate General of Foreign Trade	National
8.	Project Export Promotion Council	National
9.	Federation of Indian Export Organisation	National

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
	Not Applicable	

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half Yearly/ Quarterly/ Others- Please specify)	Web Link, if available
Afcons actively engages with various stakeholders such as government ministries, regulatory bodies, industry chambers and associations to advocate its positions on topics pertaining to infrastructure industry. These include banking sector reforms, taxation, dispute resolution, promotion of project exports, and ministry-specific matters. Our top management is regularly invited by the central government for policy discussions, including pre-budget consultations.					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

(This principle emphasises the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalised groups. They should also contribute to the development of local communities and support social and economic empowerment)

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company constantly interact with the local community at project sites through channels such as one-on-one interaction and regular community meetings. These mechanisms enable the local community to raise concerns, which are then reviewed and resolved in a timely and transparent manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particular	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	19.47%	21.23%
Directly from within India	72.98%	71.09%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Particular	FY 2024-25	FY 2023-24
Rural	11.32%	10.33%
Semi-urban	27.94%	24.53%
Urban	45.54%	51.14%
Metropolitan	2.27%	1.55%
(Place to be categorised as per RBI Classification System - rural / semi-urban / urban/metropolitan)		

Note: Around 13% of the jobs are created outside India.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable*				

*The Company does not use any intellectual property based on traditional knowledge for conducting its business.

3. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the Case	Corrective action taken
	Not Applicable*	

* Since the Company does not own or use any intellectual property based on traditional knowledge, there are no adverse orders or disputes related to its usage.

4. **Details of beneficiaries of CSR Projects:**

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1.	Educational activity and skill development at Anudanit Prathamik v Madhyamik Adivasi Ashramshala, through Jnana Prabodhini	301 Students	100%
2.	Educational activity and skill development at Anudanit Prathamik v Madhyamik Adivasi Ashramshala, through Star Forum	110 Students	100%
3.	Shri Kanchi Shankara Public School – upgradation of Sanskrit Pathshala, school building, and Library for students Through Shri Kanchi Kamakoti Educational and Cultural Centre	493 Students	80%
4.	Farmer Livelihood and Skilling Through Global Vikas Trust	91 Farmers	100%
5.	Improving Water Access through water harvesting check dams through Aakar Charitable Trust	7507 villagers	100%
6.	Construction of treatment facilities for imparting ayurvedic treatment and research Centre and supporting Akami Ayurveda Hospital and Research Centre for providing treatments to underprivileged section of society at concessional rates through Akami Foundation	23 patients	100%
7.	upgradation of Vedavyasa Gurukul for imparting sanatana education through Sri Rama Vittala Trust	60 Students	100%
8.	Distribution of food to destitute children; Annadanam to poor;Education kits to unprivileged students, utility homes to old age home, and destitute children through Shree Hariharputra Bhajan Samaj	1500 students 3500 poor 700 Orphan kids	100%
9.	Providing Vedic and modern education to residential students free of cost; providing educational and other items related for the betterment of students residing in the gurukul Directly to Kamakodi Yajurveda Padhashala	25 Students	32%
10.	Skill-based education and vocational training to persons from Rural community and enabling them to secure sustainable livelihood through Swami Vivekanand Rural Community College through Sadguru Sri Gnanananda Seva Trust	275 Students	65%
11.	Signal School -upgradation school infrastructure and purchase of education related equipment – Thane through Samarth Bharat Vyaspeeth Trust ("SBVT")	52 Students	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services, and provide consumers with the information they need to make informed choices.)

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   As an infrastructure construction company, each of our projects operates under a dedicated grievance redressal mechanism outlined in the respective contract documents. These mechanisms are designed to address stakeholder concerns and consumer feedback in a structured and timely manner, ensuring transparency, accountability, and effective resolution throughout the project lifecycle.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about**

Particular	As a percentage to total turnover*
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	NA

*This is not relevant to Afcons' operations as the Company is primarily engaged as an EPC contractor.

3. **Number of consumer complaints in respect of the following:**

Particular	FY 2024-25		Remark	FY 2023-24		Remark
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	-	0	0	-
Advertising	0	0	-	0	0	-
Cyber-security	0	0	-	0	0	-
Delivery of essential services	0	0	-	0	0	-
Restrictive Trade Practices	0	0	-	0	0	-
Unfair Trade Practices	0	0	-	0	0	-
Other	0	0	-	0	0	-

4. **Details of instances of product recalls on account of safety issues:**

Particular	Number	Reason for recall
Voluntary recalls	0	-
Forced recalls	0	-

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)**

   Yes

   If available, provide a web link of the policy

   The policy is available on the Company's internal intranet and is accessible to all relevant stakeholders.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   The entity follows a continual improvement approach to proactively manage risks. No significant incidents have been reported in the specified areas. Corrective and preventive actions are part of routine risk management and internal audits to ensure compliance and maintain safety standards.

7. **Provide the following information relating to data breaches**

a.	**Number of instances of data breaches along-with impact**	0
b.	**Percentage of data breaches involving personally identifiable information of customers**	0%
c.	**Impact, if any, of the data breaches**	
	Not Applicable	

Leadership Indicator

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**
   1. Company Website: https://www.afcons.com/en
   2. LinkedIn: https://www.linkedin.com/company/afcons-infrastructure-limited/posts/?feedView=all

   These platforms provide regular updates, project highlights, and key information about our services and capabilities.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services**

   Not Applicable

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   Not Applicable

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/NA)**

   Not Applicable

   a. **If yes, provide details in brief.**

   -

   b. **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes

Independent Auditor's Report

To The Members of
Afcons Infrastructure Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Afcons Infrastructure Limited (the "Company"), which comprise the Balance Sheet as at 31st March 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information in which are incorporated the Returns for the year ended on that date of the Company's 20 branches located at Mauritius, Mozambique, Gabon, Zambia, Mauritania, Ghana, Bhutan, Bangladesh, Liberia, Tanzania, Kuwait, Maldives, Indonesia, Qatar, Ivory Coast, Jordan, Oman, Abu Dhabi, Bahrain and Benin and which includes 16 joint operations accounted on proportionate basis.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the joint operations referred to in the Other Matters section below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

EMPHASIS OF MATTER

1. We draw attention to Note no. 40 of the standalone financial statements, which describes the uncertainties relating to the outcome of the proceedings in arbitration and High Court in respect of variations recognised by the Company in terms of the provisions of the contract with the client, on account of matters stated therein.

   Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid claims, in terms of the provisions of the contract, which is supported by a legal opinion, as stated in the said Note 40, the management of the Company is of the view that the amounts recognised as amount due from customers under construction contracts, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that, the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

2. Audit report on the Financial Statements of Transtonnelstroy Afcons Joint Venture (a joint operation included in the Standalone Financial Statements of the Company) includes an emphasis of matter as under:

   "We draw attention to Note 32 to the Financial Statements, which describes the uncertainties relating to the outcome of the negotiation, proceedings in arbitration, High Court and Supreme Court in respect of variations recognised by the joint operation in earlier years in terms of the provisions of the contract with the client, on account of matters stated therein.

   Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid claims, in terms of the provisions of the contract, which is supported by legal opinion, the management is of the view that the amounts recognised as amount due from customers under construction contracts and trade receivable including interest on trade receivables as per arbitration award, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the negotiation, proceedings in arbitration, High Court and Supreme Court are ongoing, the duration and outcome is uncertain.

Our opinion is not modified in respect of this matter."

Note 32 as described above is reproduced as Note 37 to the Standalone Financial Statements.

3. Audit report on the Financial Statements of Afcons Gunanusa Joint Venture (a joint operation included in the Standalone Financial Statements of the Company) includes an emphasis of matter as under:

"We draw attention to Note 26 to the Financial Statements, which describes the uncertainties relating to the outcome of the arbitration proceedings in respect of claims recognized by the joint operation in earlier years, on account of change orders.

Based on the Management's estimates and technical evaluation of the recoverability in terms of the provisions of the contract, which is supported by legal opinion, the management is of the view that the amounts recognized as amount due from customers under construction contract are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the arbitration proceedings are ongoing, the duration and outcome is uncertain.

Our opinion is not modified in respect of this matter."

Note 26 as described above is reproduced as Note 36 to the Standalone Financial Statements.

4. Audit report on the Financial Statements of Dahej Standby Jetty Project Undertaking (a joint operation included in the Standalone Financial Statements of the Company) includes an emphasis of matter as under:

"We draw attention to Note no. 23 to the Financial Statement, which describes the uncertainties relating to the outcome of the Hon'ble High Court Delhi, proceedings, where the joint operation has filed appeal to set aside an unfavourable award granted in Arbitration, towards claims of liquidated damages for delay in completion of works by joint operation.

Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid client claims which are already encashed and claims filed by the joint operation against the client, in terms of the provisions of the contract, which is supported by a legal opinion, as stated in the said Note 23, the management is of the view that the amounts recognised as amount due from customers under construction contracts and other receivable, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the proceedings in High Court are ongoing, the duration and outcome is uncertain.

Our opinion is not modified in respect of this matter."

Note 23 as described above is reproduced as Note 38 to the Standalone Financial Statements.

Our opinion is not modified in respect of the above matters.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Estimation of contract cost and revenue recognition – Construction Contract Revenue** There are significant accounting judgements in estimating revenue to be recognised on contracts with customers, including estimation of costs to complete. The Company recognises revenue on the basis of stage of completion in proportion of the contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue is therefore dependent on estimates in relation to total estimated costs of each such contract.	Our audit procedures related to the (1) identification of distinct performance obligations, (2) evaluation of the process for estimation of costs to complete (3) evaluation of implications of change orders on costs estimates of costs to complete and revenue and (4) evaluation of any variable consideration, included the following amongst others: • We tested the effectiveness of controls relating to the (a) evaluation of performance obligations and identification of those that are distinct; (b) estimation of costs to complete each of the performance obligations including the contingencies in respect thereof, as work progresses and the impact thereon as a

Sr. No.	Key Audit Matter	Auditor's Response
	Significant judgements are involved in determining the expected losses, when such losses become probable based on the expected total contract cost. Cost contingencies are included in these estimates to take into account specific risks of uncertainties or disputed claims against the Company, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the life of the contract and adjusted where appropriate. The revenue on contracts may also include variable consideration (variations and claims). The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Refer to Note No. 1.B.3 and 22 to the Standalone Financial Statements	consequence of change orders; (c) the impact of change orders on the transaction price of the related contracts; and (d) evaluation of the impact of variable consideration on the transaction price. • Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers". • We selected sample of contracts with customer and performed the following procedures: a. Obtained the percentage of completion calculations, agreed key contractual terms with the signed contracts, tested the mathematical accuracy of the cost to complete calculations and re-performed the calculation of revenue recognized during the year based on the percentage of completion. b. For costs incurred to date, we verified relevant supporting documents and performed cut off procedures. c. Variable consideration (variation/claims) is recognized by the management when its recovery is assessed to be highly probable. We have evaluated the management's assessment by reviewing the contractual terms and customer communications. d. Evaluated the reasonableness of key assumptions included in estimated total contract costs: - Tested the forecast cost to complete, obtained the breakdown of forecasted costs and tested the elements of the forecast by obtaining executed purchase orders and agreements. - Evaluated reasonableness of management's judgements and assumptions by using past trends and comparing the movement in estimated total contracts costs from previous periods. • Assessed the adequacy of presentation and related disclosures in the standalone financial statements.
2.	**Recoverability of Non-Current Contract Assets and non-current trade receivables** The Company, in its contract with customers, promises to transfer distinct services to its customers mainly services rendered in the form of engineering, procurement, and construction ("EPC") services through design-build contracts. At each reporting date, revenue is accrued for costs	Our audit procedures related to the (1) evaluation of evidence supporting the execution of work; (2) evaluation of recoverability of the amounts including the impact on the expected credit loss allowance; and (3) assessment of adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Company's Board of Directors included the following amongst others:

Sr. No.	Key Audit Matter	Auditor's Response
	incurred against work performed that may not have been invoiced. Identifying whether the Company's performance has resulted in a service that would be billable and collectable where the works carried out have not been acknowledged by customers as of the reporting date involves significant judgement. These non-current contract assets and trade receivables might be on account of dispute which might have arisen on account of delay or additional costs incurred which the customer is contractually liable for or variations requested by the customer. Assessing the recoverability of contract assets and amounts overdue against invoices raised which have remained unsettled for a significantly long period after the end of the contractual credit period also involves a significant amount of judgment. Refer to Note No. 1.B.3, 5 and 8 to the Standalone Financial Statements	• We have evaluated the design and tested the operating effectiveness of relevant internal financial controls over the (a) gathering and evaluation of evidence supporting the execution of work (b) evaluation of recoverability of the non-current trade receivables and certification of non-current contract assets including the impact on the expected credit loss allowance; and (c) assessment of adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Board of Directors and the impact thereof on the carrying amount of the related contract assets and trade receivables. • We selected sample of contract assets with corresponding trade receivables and performed the following procedures: - We verified the contractual terms and collection history - We verified evidence supporting the execution of work for which the contract assets were recognized - We inquired for reasons for the delays in recovery of invoices and the basis on which recoverability of the contract assets was assessed. - We have also assessed the impact on the allowance for expected credit losses - We assessed for the adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Board of Directors and the impact thereof on the carrying amount of the related contract assets. • Assessed and challenged the information used by the Management to determine the expected credit losses by considering credit risk of the customer, contractual terms, project status, past history, subsequent realization, correspondence between the Company and their customers, ongoing litigations and disputes, if any, existing market conditions and forward-looking estimates, with the customer.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Board's Report including Annexure's to Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information, compare with the financial statements of the joint operations audited by the other auditors, to the extent it relates to these joint operations and, in doing so, place reliance on the work of the other auditors and, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the joint operations, is traced from their financial statements audited by the other auditors
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE STANDALONE FINANCIAL STATEMENTS

The respective Board of Directors of the Company and its joint operation company is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company including its joint operation company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its joint operations to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors. For the other entities or business activities included in the standalone financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

We did not jointly audit the financial statements of 16 joint operations included in the standalone financial statements of the Company whose financial statements reflect total assets of Rs. 2,400.94 crore as at 31st March 2025 and total revenue of Rs. 869.58 crore for the year ended on that date, as considered in the standalone financial statements. The financial statements of these joint operations have been audited by either of us in our individual capacity or jointly with other auditors or other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these joint operations and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to the aforesaid joint operations, is based solely on the report issued by either of us in our individual capacity or jointly with other auditors and other auditors.

Our opinion on the standalone financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the joint operations, referred to in the Other Matters section above we report, to the extent applicable that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company and its joint operation which is a company incorporated in India so far as it appears from our examination of those books and the reports of the other auditors.

    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors of the Company and the report of the statutory auditors of its joint operation which is a company incorporated in India, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Company and its joint operation which is a company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

Further, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of a joint operation which is a company incorporated in India, the said joint operation company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 30, 36, 37, 38, 40, 41, 42 and 43 to the standalone financial statements;

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 18 to the standalone financial statements; Further the Company did not have any material foreseeable losses. on derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the joint operation company incorporated in India.

iv. (a) The respective Management of the Company and of its joint operation which is a company incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such jointly controlled operation respectively, that, to the best of its knowledge and belief, as disclosed in the note 48(x) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or such joint operation company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Management of the Company and one of its joint operation which is a company incorporated in India, whose financial statements have been audited under the Act, has represented to us and to the other auditors of such jointly controlled operation respectively that, to the best of its knowledge and belief, as disclosed in the note 48 (x) to the financial statements, no funds have been received by the Company or such joint operation from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or such joint operation company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the joint operation which is a company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The preference and equity dividend of the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 12.11 to the standalone financial statements, the Board of Directors of the Company have proposed dividend on equity shares for the year 2024-25 which is subject to the approval of the members of the Company at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

The joint operation which is a company incorporated in India, whose financial statements have been audited under the Act, has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the Company and its joint operation which is company incorporated in India has used accounting software systems for maintaining its books of account for the financial year ended 31st March, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Firm Registration No. 117366W/ W-100018

Nilesh Shah
Partner
Membership No. 049660
UDIN: 25049660BMOCBY3720

Place: Mumbai
Date: 23rd May, 2025

For HDS & Associates LLP
Chartered Accountants
Firm Registration No. W-100144

Suresh K. Joshi
Partner
Membership No. 030035
UDIN: 25030035BMJPLD1552

Place: Mumbai
Date: 23rd May, 2025

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

We have audited the internal financial controls with reference to standalone financial statements of Afcons Infrastructure Limited (the "Company") as at 31st March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date which includes internal financial controls with reference to standalone financial statements of the Company's and a joint operation which is company incorporated in India.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Management and Board of Directors of the Company and its joint operation which is company incorporated in India are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company and its joint operation company incorporated in India based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the joint operation which is a company incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on internal financial controls with reference to standalone financial statements of the joint operations referred to in the Other Matters paragraph below, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2025, based on the criteria for internal financial control with reference to standalone financial statements established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to standalone financial statements insofar as it relates to a joint operations which is a company incorporated in India, is based on the corresponding reports of the other auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Firm Registration No. 117366W/ W-100018

Nilesh Shah
Partner
Membership No. 049660
UDIN: 25049660BMOCBY3720

Place: Mumbai
Date: 23rd May, 2025

For HDS & Associates LLP
Chartered Accountants
Firm Registration No. W-100144

Suresh K. Joshi
Partner
Membership No. 030035
UDIN: 25030035BMJPLD1552

Place: Mumbai
Date: 23rd May, 2025

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Afcons Infrastructure Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that,

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, so to cover all the items once every three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of the immovable properties of land and buildings (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment, are held in the name of the Company as at the balance sheet date. Immovable properties of land and buildings whose title deeds have been pledged as security for loans and guarantees, are held in the name of the Company based on the confirmations directly received by us from custodians.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories including stock held with third parties except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in- transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/alternate procedures performed as applicable, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 Crore, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements, and other stipulated financial information) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters. Till the date of this report, the returns/statements for the quarter ended March 31, 2025, are not due for submission with the banks.

(iii) The Company has made investment in, provided guarantee or security and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, in respect of which:

(a) The Company has provided loans or advances in the nature of loans and stood guarantee during the year and details of which are given below. The Company has not provided security to any other entity during the year.

(Rs. in Crore)

	Loans or Advances in nature of loans	Guarantees
A. Aggregate amount granted / provided during the year:		
- Subsidiaries	22.96	-
- Joint Operations*	203.05	97.36
B. Balance outstanding as at balance sheet date in respect of above cases:		
- Subsidiaries	20.02	-
- Joint Operations*	93.55	81.09

* The aforesaid balances are not reflected in the financial statements as these are eliminated while preparing the Standalone financial statements of the company as per accounting policy described in Note 1.B.2.a to the financial statements. Hence loan or advances in nature of loan is not considered for the reporting under this clause.

(b) The investment made, guarantees provided and the terms and conditions of the grant of all the above-mentioned loans and advances in the nature of loans and guarantees provided, during the year are, in our opinion, ***prima facie***, not prejudicial to the Company's interest.

(c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments of principal amounts and payment of interest.

(d) In respect of the loans granted or advances in nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the overdue amount remaining outstanding as at balance sheet date.

(e) In respect of the loans/advances in nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on whether the loans granted or advances in nature of loans fell due during the year and were renewed or extended.

(f) The Company has granted Loans or advances in the nature of loans which are without specifying any terms or period of repayment details of which are given below:

(Rs. in Crore)

	All Parties*	Promoters	Related Parties
Aggregate of loans/advances in nature of loans			
- Repayable on demand (A)	-	-	-
- Agreement does not specify any terms or period of repayment (B)	226.01	-	226.01
Total (A+B)	226.01	-	226.01
Percentage of loans/advances in nature of loans to the total loans	100%	-	100%

* The loan or advances in nature of loan granted to Jointly controlled operations amounting to Rs. 203.05 Crore is eliminated while preparing the standalone financial statements as per the accounting policy Note 1.B.2.a.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause 3(iv) of the Order is not applicable. Attention is invited to note 39 of the standalone financial statements regarding reliance placed on the legal opinion obtained by the management in the matter of non-applicability of section 186 of the Companies Act 2013 in relation to loan made, guarantee given or security provided as the company is in the business of constructing and delivering infrastructure facilities.

Annexure "B" to the Independent Auditor's Report (Contd.)

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, ***prima facie***, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities, though there has been a delay in few cases in respect of remittance of Provident Fund and Profession Tax.

Also, refer note 30 to the standalone financial statements regarding management's assessment on certain matters relating to provident fund.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31st March 2025 for a period of more than six months from the date they became payable except the following:

Name of statute	Nature of dues	Amount (Rs. in Crore)	Period to which amount relates	Due date	Date of subsequent payment
The Employee Provident funds and Miscellaneous Provisions Act, 1952	Employer contribution to pension scheme	0.01	AY 2024-25	Various	Not yet paid

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March 2025 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum Where the Dispute is Pending	Period to Which the Amount Relates	Total Amount (Rs. in Crores)	Unpaid Amount (Rs. in Crores)*
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2022–23	0.22	Appeal Pending
The Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2021–22	7.59	Appeal Pending
The Finance Act, 1994	Service Tax	Appellate Authority Tribunal	AY 2008 to 2019	69.63	66.95
Local Sales Tax Acts applicable in respective States (Andhra Pradesh, Tamil Nadu and Madhya Pradesh)	Sales Tax	Appellate Authority up to Commissioner level	AY 1986 to 1991 and AY 1993 to 2000	0.42	0.41

Annexure "B" to the Independent Auditor's Report (Contd.)

Name of Statute	Nature of Dues	Forum Where the Dispute is Pending	Period to Which the Amount Relates	Total Amount (Rs. in Crores)	Unpaid Amount (Rs. in Crores)*
Local Sales Tax Acts applicable in respective States (West Bengal)	Sales Tax	Appellate Authority – Tribunal Level	AY 1988 to 1990 and AY 1998 to 1999	0.17	0.17
Local Sales Tax Acts applicable in respective States(Orissa)	Sales Tax	Appeal before Commissioner	AY 2005–06	0.44	0.15
Local Sales Tax Acts applicable in respective States (Orissa)	Sales Tax	At High Court	AY 2000–01	1.36	0.31
Goods and Services Tax Act, 2017	Goods and Services tax	Additional Commissioner, Lucknow	AY 2020–21	6.20	3.58
Goods & Services Tax, 2017	Goods and Services tax	Asst Commissioner, State Tax, Mumbai	AY 2020 & 2021	2.65	2.52
Goods & Services Tax, 2017	Goods and Services tax	Joint Commissioner, State Tax, Lucknow	AY 2021 to 2023	0.35	0.35
Goods & Services Tax, 2017	Goods and Services tax	Joint Commissioner, Thane	AY 2018	85.46	42.1
Central Sales Tax, 1956	Central Sales Tax	Commissioner, Commercial Tax	AY 2013	0.58	0.46
Goods & Services Tax, 2017	Goods and Services tax	Joint Commissioner Appeal, Howrah	AY 2019	1.72	1.72
Goods & Services Tax, 2017	Goods and Services tax	Joint Commissioner, Thane	AY 2018	1.26	1.26
Goods & Services Tax, 2017	Goods and Services tax	Appellate Commissioner, Chennai	AY 2020	13.22	13.22
Value Added Tax	VAT	Sales Tax Tribunal	2009–13	7.33	7.33

*Amount unpaid is net of the amounts paid under protest.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

Loan or advances in nature of loan received from Jointly controlled operations are eliminated while preparing the standalone financial statement as per the accounting policy 1.B.2.a Hence, the same is not considered for the reporting under this clause.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

Annexure "B" to the Independent Auditor's Report (Contd.)

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, ***prima facie***, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its joint operations or its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its joint operations or subsidiaries.

(x) (a) In our opinion, moneys raised by way of initial public offering (IPO) during the year have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year when performing our audit.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of it's holding company, subsidiary companies or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.

(b) Based on the information and explanations provided by the management of the Company, the Group has more than one CIC as part of the group. There are seven CICs forming part of the group.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

Following matters have been reported by the auditors of Afcons Sener LNG Construction Projects Private Limited (joint operation company) under the report on the matters specified in paragraphs 3 and 4 of the companies (Auditor's report) order, 2020 (CARO) on the financial statements of that joint operation company which have been reproduced under this clause by us as under:

"The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year."

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the

Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provision of section 135(6) of the Act.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Firm Registration No. 117366W/ W-100018

Nilesh Shah
Partner
Membership No. 049660
UDIN: 25049660BMOCBY3720

Place: Mumbai
Date: 23rd May, 2025

For HDS & Associates LLP
Chartered Accountants
Firm Registration No. W-100144

Suresh K. Joshi
Partner
Membership No. 030035
UDIN: 25030035BMJPLD1552

Place: Mumbai
Date: 23rd May, 2025

Standalone Balance Sheet

as at 31st March, 2025

(₹ in Crore)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
A ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3.A	2,618.49	2,701.32
(b) Capital work-in-progress	3.B	32.85	43.07
(c) Right-of-use assets	3.D	106.43	67.91
(d) Intangible assets	3.C	0.55	0.60
(e) Financial assets			
(i) Investments	4	19.98	12.18
(ii) Trade receivables	5	666.56	499.20
(iii) Other financial assets	7	441.03	417.10
(f) Contract assets	8	1,559.09	1,271.01
(g) Non current tax assets (net)	11	12.22	53.64
(h) Other non-current assets	8.2	212.00	190.88
Total non-current assets		**5,669.20**	**5,256.91**
2 Current assets			
(a) Inventories	9	988.23	1,600.93
(b) Financial assets			
(i) Trade receivables	5	2,698.08	2,953.74
(ii) Cash and cash equivalents	10	316.23	280.79
(iii) Bank balances other than (ii) above	10.1	321.20	244.15
(iv) Loans	6	31.40	19.27
(v) Other financial assets	7	208.64	468.94
(c) Contract assets	8	5,379.30	3,758.33
(d) Other current assets	8.2	1,063.07	1,028.14
Total current assets		**11,006.15**	**10,354.29**
Total assets (1+2)		**16,675.35**	**15,611.20**
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	12.A	367.78	340.74
(b) Other equity	13	4,458.97	2,734.55
Equity attributable to shareholders of the Company		**4,826.75**	**3,075.29**
2 Liabilities			
(A) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	595.24	597.69
(ii) Lease Liabilities	51	58.28	35.15
(iii) Trade payables	15		
(a) Total outstanding due to micro and small enterprises		14.58	23.21
(b) Total outstanding due to creditors other than micro and small enterprises		419.20	407.79
(iv) Other financial liabilities	16	74.84	126.53
(b) Contract liabilities	17	2,270.76	1,451.29
(c) Provisions	18	24.55	9.31
(d) Deferred tax liabilities (net)	21	64.96	103.67
Total non-current liabilities		**3,522.41**	**2,754.64**
(B) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	1,655.75	1,872.17
(ii) Lease Liabilities	51	49.30	33.08
(iii) Trade payables	15		
(a) Total outstanding due to micro and small enterprises		177.36	198.45
(b) Total outstanding due to creditors other than micro and small enterprises		3,384.84	4,047.76
(iv) Other financial liabilities	16	242.05	269.78
(b) Contract liabilities	17	2,452.06	2,948.96
(c) Provisions	18	147.44	227.22
(d) Current tax liabilities (net)	19	62.15	83.89
(e) Other current liabilities	17.1	155.24	99.96
Total current liabilities		**8,326.19**	**9,781.27**
Total liabilities (A+B)		**11,848.60**	**12,535.91**
Total equity and liabilities (1+2)		**16,675.35**	**15,611.20**

See accompanying notes 1 to 57 forming part of the Standalone Financial Statement.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Standalone Statement of Profit and Loss

For the Year Ended 31st March, 2025

(₹ in Crore)

Particulars				Notes	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
1	Revenue from operations			22	12,499.93	12,907.27
2	Other income (net)			23	466.73	378.07
3	**Total income (1 + 2)**				**12,966.66**	**13,285.34**
4	**Expenses**					
	(a)	Cost of material consumed		24	3,214.00	3,833.24
	(b)	Cost of construction		24.1	5,228.56	5,136.91
	(c)	Cost of traded goods		25	73.82	123.30
	(d)	Employee benefits expense		26	1,408.32	1,336.25
	(e)	Finance costs		27	627.99	576.80
	(f)	Depreciation and amortisation expense		28	489.16	490.56
	(g)	Other expenses		29	1,115.51	1,123.34
	Total expenses				**12,157.36**	**12,620.40**
5	**Profit before tax (3 - 4)**				**809.30**	**664.94**
6	**Tax expense:**			21		
	(a)	Current tax			275.88	200.20
	(b)	Deferred tax - (Credit) / Charge			(36.78)	7.24
	(c)	Tax expense relating to earlier year (net)			(15.93)	15.38
	Total tax expenses				**223.17**	**222.82**
7	**Profit for the year (5 - 6)**				**586.13**	**442.12**
8	**Other comprehensive income (OCI)**					
	A)	**Items that will not be reclassified to statement of profit or loss**				
		(a)	Changes in fair value of equity investment measured at FVTOCI (net of tax)		0.01	0.26
		(b)	Remeasurements of defined benefit plans (net of tax)		(5.74)	(8.51)
	B)	**Items that may be reclassified to statement of profit or loss**				
		(a)	Exchange differences on translating the financial statements of a foreign operation		(16.45)	1.38
	Other Comprehensive (loss) (A+B)				**(22.18)**	**(6.87)**
9	**Total comprehensive income for the year (7 + 8)**				**563.95**	**435.25**
10	**Earnings per share (Face value of ₹ 10 each) (annualised)**					
	(a)	Basic earnings per share (₹)			15.94	12.97
	(b)	Diluted earnings per share (₹)			15.94	12.98

See accompanying notes 1 to 57 forming part of the Standalone Financial Statement.

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Standalone Statement of Change in Equity

For the Year Ended 31st March, 2025

a) Equity share capital

Particulars	₹ in Crore
Balance as at 1st April, 2023	**71.97**
Changes in equity share capital during the year	268.77
Balance as at 31st March, 2024	**340.74**
Changes in equity share capital during the year	27.04
Balance as at 31st March, 2025	**367.78**

b) Instruments entirely equity in nature

Preference share capital

Particulars	₹ in Crore
Balance as at 1st April, 2023	**450.00**
Changes in preference share capital during the year	(450.00)
Balance as at 31st March, 2024	**-**
Changes in preference share capital during the year	-
Balance as at 31st March, 2025	**-**

c) Other Equity

(₹ in Crore)

Particulars	Reserve and surplus						Other Comprehensive Income		Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	Contingencies reserve	General reserve	Retained earnings	Exchange differences on translating the financial statements of a foreign operation	Equity Instruments through other comprehensive income	
Balance as at 1st April, 2023	**0.19**	**0.13**	**10.28**	**8.00**	**65.70**	**2,048.25**	**(4.94)**	**19.30**	**2,146.91**
Profit for the year	-	-	-	-	-	**442.12**	-	-	**442.12**
Other comprehensive income for the year (Net of Income tax)	-	-	-	-	-	**(8.51)**	1.38	0.26	**(6.87)**
Premium on shares issued during the year	-	-	181.23	-	-	**-**	-	-	**181.23**
Total comprehensive income for the year	0.19	0.13	191.51	8.00	65.70	**2,481.86**	(3.56)	19.56	**2,763.39**
Dividend	-	-	-	-	-	**(28.84)**	-	-	**(28.84)**
Balance as at 31st March, 2024	**0.19**	**0.13**	**191.51**	**8.00**	**65.70**	**2,453.02**	**(3.56)**	**19.56**	**2,734.55**
Balance as at 1st April, 2024	**0.19**	**0.13**	**191.51**	**8.00**	**65.70**	**2,453.02**	**(3.56)**	**19.56**	**2,734.55**
Profit for the year	-	-	-	-	-	**586.13**	-	-	**586.13**
Other comprehensive income for the year (Net of Income tax)	-	-	-	-	-	**(5.74)**	(16.45)	0.01	**(22.18)**
Premium on shares issued during the year (Net of IPO expenses)	-	-	1,192.84	-	-	**-**	-	-	**1,192.84**
Total comprehensive income for the year	0.19	0.13	1,384.35	8.00	65.70	**3,033.41**	(20.01)	19.57	**4,491.34**
Dividend	-	-	-	-	-	**(32.37)**	-	-	**(32.37)**
Balance as at 31st March, 2025	**0.19**	**0.13**	**1,384.35**	**8.00**	**65.70**	**3,001.04**	**(20.01)**	**19.57**	**4,458.97**

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Standalone Statement of Cash Flow

For the Year Ended 31st March, 2025

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Cash flow from operating activities		
Profit before tax	809.30	664.94
adjustments for :		
Depreciation and amortisation expense	489.16	490.56
Loss on property, plant and equipment sold/scrapped (net)	4.45	8.41
Interest income recognised in statement of profit or loss	(184.45)	(131.11)
Insurance claim received	(4.66)	(9.65)
Finance costs	627.99	576.80
Advances written off	0.22	1.07
Bad debts/unbilled revenue and sundry debit balances written off (net)	36.58	3.08
Provision for doubtful debtors / advances no longer required written back	(75.00)	(0.35)
Creditors / excess provision written back	(47.99)	(16.68)
Provision for expected credit loss	75.21	27.47
Provision for projected losses on contract (net)	(3.32)	60.13
Net foreign exchange difference	(46.02)	(53.23)
Operating profit before working capital changes	**1,681.47**	**1,621.44**
(Increase) / decrease in trade receivables (including retention monies)	101.08	(777.77)
(Increase) / decrease in inventories	612.70	(30.27)
(Increase) in contract assets	(1,958.86)	(507.28)
(Increase) / decrease in financial assets	131.64	(3.38)
(Increase) / decrease in other assets	(86.49)	27.81
Increase / (decrease) in trade payable	(632.05)	779.17
Increase in contract liabilities	367.12	32.12
(Decrease) in financial liabilities	(79.46)	(51.72)
Increase / (decrease) in other liabilities	55.28	(33.10)
Increase / (decrease) in provisions	(68.89)	6.13
Cash generated from Operations	**123.54**	**1,063.15**
(Payment) of Income Tax	(240.27)	(250.08)
Net Cash flow (used in) / generated from operating activities	**(116.73)**	**813.07**
Cash flow from investing activities		
Payments for property, plant and equipment	(340.46)	(714.88)
Proceeds from sale of property, plant and equipment	3.67	2.38
Purchase of Investments	(7.79)	-
Proceeds from Investment in Subsidiary after winding-up	-	0.80
Investment in other bank balance redeemed	174.57	9.45
Investment in other bank balance (made)	(245.29)	(211.60)
Interest received	270.72	13.74
Insurance claim received	4.66	9.65
Net Cash flow (used in) investing activities	**(139.92)**	**(890.46)**
Cash flow from financing activities		
Proceeds from long-term borrowings	227.42	201.63
Repayment of long-term borrowings	(229.87)	(200.42)
Proceeds / (repayment) from short-term borrowings - net	(218.60)	888.36
Finance costs paid	(625.81)	(574.47)
Proceeds from Initial Public Offer	1,250.00	-
IPO Expenses	(30.12)	-
Principal element of lease payments (net)	(49.08)	(40.56)
Dividend paid on equity shares	(32.33)	(28.79)
Dividend paid on preference shares	(0.04)	(0.05)
Net Cash flow generated from financing activities	**291.57**	**245.70**
Net increase in cash and cash equivalents	**34.92**	**168.31**
Cash and cash equivalents at the beginning of the year	280.79	112.95
Effects of exchange rate changes on cash and cash equivalents	0.52	(0.47)
Cash and cash equivalents at the end of the year	**316.23**	**280.79**
Non-Cash financing and investing activities		
Acquisition of Right-of-use assets	92.16	63.75

Note

1. The above Cash flow statement has been prepared under the "Indirect Method" set out in Ind As 7 '*Cash Flow Statements*'.

Standalone Statement of Cash Flow
for the year ended 31st March, 2025 (Continued)

Net debt reconciliation

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash and Cash equivalent	316.23	280.79
Liquid investments	321.20	244.15
Lease liabilities	(107.58)	(68.23)
Current / Non-current borrowings	(2,250.99)	(2,469.86)
Net Debt	**(1,721.14)**	**(2,013.15)**

(₹ in Crore)

Particulars	Other assets		Liabilities from financing activities		Total
	Cash and cash equivalent	Liquid investment	Lease liabilities	Borrowings	
Net Debt as on 1st April, 2023	**112.95**	**49.47**	**(49.43)**	**(1,577.96)**	**(1,464.97)**
Cash flows	168.31	194.68	-	(889.57)	**(526.58)**
Acquisitions - leases (net)	-	-	(59.01)	-	**(59.01)**
Lease payments	-	-	40.35	-	**40.35**
Foreign exchange adjustments	(0.47)	-	(0.14)	-	**(0.61)**
Interest expense	-	-	(4.43)	(348.76)	**(353.19)**
Interest paid	-	-	4.43	346.43	**350.86**
Net Debt as on 31st March, 2024	**280.79**	**244.15**	**(68.23)**	**(2,469.86)**	**(2,013.15)**
Cash flows	34.92	77.05	-	221.05	**333.02**
Acquisitions - leases (net)	-	-	(88.49)	-	**(88.49)**
Lease payments	-	-	49.08	-	**49.08**
Foreign exchange adjustments	0.52	-	0.06	-	**0.58**
Interest expense	-	-	(7.85)	(344.48)	**(352.33)**
Interest paid	-	-	7.85	342.30	**350.15**
Net Debt as on 31st March, 2025	**316.23**	**321.20**	**(107.58)**	**(2,250.99)**	**(1,721.14)**

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Notes Forming Part of the Standalone Financial Statements

as at and for the Year Ended 31st March, 2025

NOTE-1: GENERAL INFORMATION

Afcons Infrastructure Limited (the "Company" or "Afcons") is a limited company incorporated in India. Shapoorji Pallonji and Company Private Limited was the Parent Company upto 12th January, 2024. Upon conversion of convertible preference shares, Goswami Infratech Private Limited has become the Parent Company w.e.f 13th January, 2024 till 03rd November 2024. On 4th November 2024, Company has completed Initial Public Offering (IPO), pursuant to which its equity shares were listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). During the year, the Company got listed on stock exchange.

The address of its registered office is "Afcons House", 16 Shah Industrial Estate, Veera Desai Road, Andheri (West), Mumbai 400 053 and principal place of business is Mumbai, India. The principal activity of the Company and its joint operations (the "Company") are infrastructure activities. Afcons has a presence in almost the entire spectrum of infrastructure activities in India and overseas. The Company is engaged in marine works, highways, bridges, metro works, power houses, tunnels, oil and gas, LNG tanks and other general civil engineering projects both in India and Africa and Mideast countries.

A. Basis of preparation and presentation

i) Compliance with Ind AS

The standalone financial statements of Afcons Infrastructure Limited ("The Company" or "Afcons") has been prepared in accordance with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

ii) Historical cost convention

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting year, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for standalone financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

iii) Operating cycle

The standalone balance sheet presents current and non-current assets, and current and non-current liabilities, as separate classifications. For this purpose, an asset is classified as current if:

- It is held primarily for the purpose of trading; or
- It is expected to realise the asset within 12 months after the reporting period; or
- The asset is a cash or equivalent unless it is restricted from being exchanged or used to settle liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- It is held primarily for the purpose of trading; or
- It is due to be settled within 12 months after the reporting period; or
- The Company does not have an unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

B. Material accounting policies

1.B.1. Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

For the purposes of impairment testing, goodwill is allocated to each of the Company's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.B.2. a) Interests in Joint Operations

Company enters into Joint Venture arrangement with other parties for execution of construction arrangements for which an unincorporated vehicle is formed having an independent legal status for the tax purpose i.e. Association of person/ Body of individual etc. Such arrangement (also called as joint operations) is considered as extension of business, if in accordance with the terms of the arrangement, Company acts as a principal and remains solely liable for the executing the entire project on its own, funding or contributing assets and is also responsible for all the liabilities in the unincorporated vehicle. Accordingly, all the assets, liabilities, revenue and expenses pertaining to such unincorporated vehicle is consolidated in the separate financial statements of the Company.

Similarly, in case the Company is acting as an agent in such kind of arrangements, where the other party to the arrangement is solely liable for the executing the entire project on its own, funding or contributing assets and is also responsible for all the liabilities in the unincorporated vehicle. Accordingly, the Company recognises its share of profits/fees as determined in the arrangement in the separate financial statements of the Company.

1.B.2. b) Interest in unincorporated Joint ventures

When the Company enters into a joint venture (JV) arrangement with other parties and an unincorporated vehicle is formed which has a separate status for tax purposes (i.e. Association of person/Body of individual etc.) and if as per the terms of agreement, the Company remains liable for all the liabilities of the unincorporated vehicle and is also responsible for funding or contributing assets to the unincorporated vehicle for construction activity, this unincorporated vehicle (also considered and called as joint operation) has been considered as an extension of the Company from accounting point of view and assets, liabilities, revenue and expenses are consolidated on the basis of its share in the operations in the separate financial statement of the Company.

1.B.3. Revenue recognition

Sale of goods

Revenue from sale of goods is recognised upon satisfaction of performance obligations, i.e. at a point of time, which occurs when the control is transferred to the customer. Customers obtain control as per the incoterms. Invoices are issued according to contractual terms and are usually payable as per the credit period agreed with the customer.

Rendering of services:

Revenue from providing services is recognised in the accounting period in which the services are rendered.

Invoices are issued according to contractual terms and are usually payable as per the credit period agreed with the customer.

Construction contracts:

The Company recognises revenue from engineering, procurement and construction contracts ('EPC') over the period of time, as performance obligations are satisfied over time due to continuous transfer of control to the customer. EPC contracts are generally accounted for as a single performance obligation as it involves complex integration of goods and services.

The performance obligations are satisfied over time as the work progresses. The Company recognises revenue using input method (i.e. percentage-of-completion method), based primarily on contract cost incurred to date compared to total estimated contract costs. Changes to total estimated contract costs, if any, are recognised in the period in which they are determined as assessed at the contract level. If the consideration in the contract includes price variation clause or there are amendments in contracts, the Company estimates the amount of consideration to which it will be entitled in exchange for work performed.

Due to the nature of the work required to be performed on the performance obligations, the estimation of total revenue and cost at completion is complex, subject to many variables and requires significant judgement. Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, changes in scope, incentives, discounts, if any. The Company considers its experience with similar transactions and expectations regarding the contract in estimating the amount of variable consideration to which it will be entitled and determining whether the estimated variable consideration should be constrained. The Company includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Various agreements are entered with customers wherein the Group pays a certain portion of the finance cost to the funding agencies of the project. In practice, these payments are considered as payment on behalf of the customer. These payments are not related to a distinct service or product by customer. An estimated amount to be paid over the lifecycle of the project is calculated and accordingly the same is accounted for as a reduction of contract revenue.

Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. Billing terms of the over-time contracts vary but are generally based on achieving specified milestones. The difference between the timing of revenue recognised and customer billings result in changes to contract assets and contract liabilities. Payment is generally due upon receipt of the invoice, payable within 90 days or less. Contractual retention amounts billed to the customers are generally due upon expiration of the contract period or any other conditions as mentioned in the contract.

The contracts generally result in revenue recognised in excess of billings which are presented as contract assets on the statement of financial position. Amounts billed and due from customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component since it is usually intended to provide customer with a form of security for Company's remaining performance as specified under the contract, which is consistent with the industry practice. Contract liabilities represent amounts billed to customers in excess of revenue recognised till date. A liability is recognised for advance payments and it is not considered as a significant financing component since it is used to meet working capital requirements at the time of project mobilisation stage. The same is presented as contract liability in the statement of financial position. Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer".

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

For construction contracts the control is transferred over time and revenue is recognised based on the extent of progress towards completion of the performance obligations. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. The percentage of completion is based primarily on contract cost incurred to date compared to total estimated contract cost for each contract in order to reflect the effective completion of the project. This percentage of completion could be based on technical milestones or as per the contractual terms specified. A construction contract is considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset.

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other operating income

Income from export incentives is recognised on cash basis to the extent the ultimate realisation is reasonably certain.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

1.B.4. Foreign currencies

(i) Functional and presentation currency

Items included in the standalone financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statement is presented in Indian Rupee (₹), which is Company's functional and presentation currency. For each entity (branches and Joint Operations), the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

In preparing these Standalone financial statements, the Group has applied following policies:

A) Foreign Branches of the Company (outside India with functional currency other than presentation currency): -

1. Income and expense items are translated at the exchange rates at the dates of the transactions and all resulting exchange differences are recognised in the Standalone Statement of Profit and Loss.

2. Non-monetary assets and liabilities are measured in terms of historical cost in foreign currencies and are not translated at the rates prevailing at the reporting period. Monetary assets and liabilities are translated at the rates prevailing at the end of each reporting period. Exchange differences on translations are recognised in the Standalone Statement of Profit and Loss.

B) Joint Operations and subsidiaries outside India with functional currency other than presentation currency:

1. Assets and liabilities, both monetary and non-monetary are translated at the rates prevailing at the end of each reporting year.

2. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

(ii) Foreign currency transactions and balances

In preparing the standalone financial statements of each individual Company entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

On the disposal of a foreign operation (i.e. a disposal of the Company's entire interest in a foreign operation, a disposal involving loss of control over a foreign operation, or a partial disposal of an interest in a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a foreign operation that does not result in the Company losing control over the foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Company losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences on such items are recognised in other comprehensive income.

1.B.5. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.B.6. Employee benefits

1.B.6.1 Retirement benefit costs and termination benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences and leave encashment.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

For defined retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognised in the standalone financial statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

1.B.6.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages and other short-term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected accrued benefit method at the reporting date.

1.B.7. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1.B.7.1 Current tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its joint operation operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

1.B.7.2 Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in branches and interest in joint arrangements where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in branches and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that the taxation authority will accept tax position taken by the Group. Uncertain tax positions are reflected in the overall measurement of the Group's tax expense and are based on the most likely amount or the expected value arrived at by the Group which provides a better prediction of the resolution of uncertainty. Uncertain tax positions are monitored and updated as and when new information becomes available, typically upon examination or action by the taxing authorities or through statute expiration and judicial precedent. The Group considers whether a particular amount payable or receivable for interest and penalties is an income tax, in which case Ind AS 12 is applied to that amount. When an amount payable for interest and penalties is determined to be within the scope of Ind AS 37, it is presented as part of financing cost or other expenses, respectively unless when there is an overall settlement with tax authority and the interest and penalties cannot be identified separately in which case it is determined to be part of income taxes.

1.B.7.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1.B.8 Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. It also includes initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Replacement cost of an item of property, plant and equipment is capitalised if replacement meets the recognition criteria.

Carrying amount of items replaced is derecognised. Cost of major inspections is recognised in the carrying amount of property, plant and equipment as a replacement, if recognition criteria are satisfied and any remaining carrying amount of the cost of previous inspection is derecognised. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised (if they meet the asset recognition criteria) and depreciated over the useful life of the principal item of the relevant assets. Depreciation is recognised using straight-line method so as to write off the cost of the assets (other than freehold land and capital work-in-progress) less their residual values over their useful life specified in Schedule II to the Act, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Estimated useful lives of the assets are as follows:

Buildings	- 60 years
Furniture and fixtures	- 10 years
Vehicles	- 8-9 years
Office equipment	- 5 years

Freehold land is not depreciated

For following assets estimated useful life is different than the useful life prescribed in schedule II to the Companies Act, 2013 and has been assessed on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Plant & Equipment (except Tunnel Boring Machines), Concreting, Crushing, Piling, Road making, Laboratory & Welding Equipment, Floating Equipment - 20 Years.

Tunnel Boring Machines - Length of the tunnel bored over life of the construction project for where it is used.

Cost of shuttering materials, issued to jobs, is charged off equally over a period of four years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

1.B.8.1 Capital work-in-progress

Property, plant and equipment that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

1.B.9 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Useful life is as below:

Computer software - 5 years

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses from derecognition of an intangible asset, measured at the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss when the asset is derecognised.

1.B.10 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.B.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost is determined on the basis of weighted average method.

1.B.12 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

A contingent liability is disclosed where there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent assets are not recognised. Information on contingent liabilities is disclosed in the notes to standalone financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

1.B.13 Financial instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are adjusted in the carrying amount of such financial assets and financial liabilities. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Standalone Statement of Profit and Loss.

1.B.14 Financial assets

Classification and subsequent measurement of financial assets

1.B.14.1 Classification of financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows. Classification for investments made in debt instruments will depend on the business model in which the investment is held. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

1.B.14.2 Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

Fair value through other comprehensive income

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit or loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments

Investments in equity instruments at FVTPL

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

1.B.14.3 Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, contract assets, other contractual rights to receive cash or other financial asset.

For trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables and contract asset, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 49.8 details how the group determines whether there has been a significant increase in credit risk.

1.B.14.4 Effective interest method

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Statement of Profit and Loss.

1.B.14.5 De-recognition of financial assets

A financial asset is derecognised only when Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

1.B.15 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

1.B.15.1 Classification and subsequent measurement

Financial liabilities are measured at amortised cost.

Financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

1.B.15.2 De-recognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled, or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

1.B.15.3 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income' as 'Net foreign exchange gains/(losses)'.

1.B.16 Derivative financial instruments

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate, foreign exchange rate risks and commodity prices. The Company does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

1.B.17 Leases:

The Company as lessee:

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

1) **Lease Liabilities**

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the lease payments. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that are initially measured using the index or a rate at the commencement date, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the lessee's incremental borrowing rate (since the interest rate implicit in the lease cannot be easily determined). Incremental borrowing rate is the rate of interest that the Company would have to pay to borrow over a similar term, and a similar security, the funds necessary to obtain an asset of a similar value to the right of-use asset in a similar economic environment.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2) **Right-of-use assets**

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, lease payments made before the commencement date, any initial direct costs and restorations costs.

Right-of-use assets are depreciated over the lease term on a straight-line basis. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Deferred tax on the deductible temporary difference and taxable temporary differences in respect of carrying value of right of use assets and lease liability and their respective tax bases are recognised on a net basis.

3) Short term leases and leases of low value assets

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise assets having value less than ₹ 350,000.

1.B.18 Securities Premium

(i) Securities premium includes the difference between the face value of the equity shares and the consideration received in respect of shares issued.

(ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium.

1.B.19 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year.

Ordinary shares to be issued upon conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

1.B.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Afcons Infrastructure Limited assesses the financial performance and position of the Company and makes strategic decisions. The board of directors, which has been identified as being the chief operating decision maker, consists of the key managerial personnel and the directors who are in charge of the corporate planning. Refer note 34 for segment information presented.

1.B.21 Credit Risk

The Company assess on a forward-looking basis the expected credit losses associated with its assets measured at amortised cost which includes lease receivables, trade receivables, other contractual rights to receive cash etc. The impairment methodology applied depends on whether there has been a significant increase in the credit risk since initial recognition of these financial assets. For the evaluation, the Company considers historical credit loss experience and adjusted for forward-looking information. Note 49.80 details how the Company determines whether there has been a significant increase in credit risk.

1.B.22 Government grants, subsidies and export incentives

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

C. Critical estimates and judgements

a) Revenue recognition

The Company's revenue recognition policy, which is set out in Note 1.B.3, is central to how the Company values the work it has carried out in each financial year.

These policies require forecasts to be made of the outcomes of long-term construction services, which require assessments and judgements to be made on changes in scope of work and claims and variations.

Across construction services there are several long-term and complex projects where the Company has incorporated significant judgements over contractual entitlements. The range of potential outcomes could result in a materially positive or negative change to underlying profitability and cash flow.

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

Estimates are also required with respect to the below mentioned aspects of the contract.

- Determination of stage of completion;
- Estimation of project completion date;
- Provisions for foreseeable losses; and
- Estimated total revenues and estimated total costs to completion, including claims and variations.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Revenue and costs in respect of construction contracts are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

b) Taxation

The Company is subject to tax in a number of jurisdictions and judgement is required in determining the worldwide provision for income taxes.

The uncertain tax positions are measured at the amount expected to be paid to taxation authorities when the Company determines that the probable outflow of economic resources will occur. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

c) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which managements have concluded based on all available facts and circumstances are not probable of payment or difficult to quantify reliably and such obligations are treated as contingent liabilities and disclosed in the notes but are not provided for in the standalone financial statements. Although there can be no assurance of the final outcome of the legal proceedings in which the Company is involved it is not expected that such contingencies will have material effect on its financial position or profitability.

d) Useful lives of property, plant and equipment

As described in note 1.B.8 above, the Company reviews the estimated useful lives of property, plant and equipment and residual values at the end of each reporting period. There was no change in the useful life and residual values of property, plant and equipment as compared to previous year.

e) Impairment of trade receivables and contract assets

The Company has recognised trade receivables with a carrying value of ₹ 3,364.64 Crore (as at 31st March, 2024: ₹ 3,452.94 Crore). The recoverability of trade receivables is regularly reviewed in the light of the available economic information specific to each receivable and specific provisions are recognised for balances considered to be irrecoverable.

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, credit risk, existing market conditions as well as forward looking estimates at the end of each reporting year. The expected credit loss allowance for trade receivables is made based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Where the actual cash shortfalls vary from those estimated, these could impact the level of profit or loss recognised by the Company. The same policies are followed for contract assets.

f) Retirement benefit obligations

Details of the Company's defined benefit pension schemes are set out in Note 1.B.6, including tables showing the sensitivity of the pension scheme obligations and assets to different actuarial assumptions.

The present value of defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period that have terms approximating to the terms of the related obligation.

g) Variable Consideration

The forecast profit on contracts includes key judgements over the expected recovery of costs arising from the following: variations to the contract requested by the customer, compensation events, and claims made by the Company for delays or other additional costs for which the customer is liable. These claims could result in disputes that get settled through an arbitration process wherein the outcome of these awards including the timing and the amount (including interest thereon) requires a reasonable degree of estimation. The inclusion of these amounts requires estimation of their recoverability and could impact the level of profit or loss recognised by the Company.

h) Classification of assets / liabilities as Current and Non-current

The balance sheet presents current and non-current assets and current and non-current liabilities, as separate classifications. This classification involves managements estimate on expected realisation of assets and settlement of liabilities within 12 months after the reporting year.

i) Classification of Joint Arrangement as a Joint Operation/Joint Venture

A Joint Operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangements. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When an entity undertakes its activities under joint operations, the Company as a joint operator recognises in relation to its interest in a joint operation:

a) Its assets, including its share of any assets held jointly;

b) Its liabilities, including its share of any liabilities incurred jointly;

c) Its revenue from the sale of the output arising from the joint operation;

d) Its share of the revenue from the sale of the output by the joint operation and

e) Its expenses, including its share of any expenses incurred jointly.

Accordingly, the Company has evaluated all its joint arrangements on the basis of the contractual arrangements entered into between the parties to the joint arrangements for execution of the project irrespective of the legal form.

D. Recent Indian Accounting Standards (Ind AS)

Ministry of Company Affairs notifies new standards or amendments to the existing standards. There is no such notification which would have been effective from 1st April, 2025.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-2 : DETAILS OF JOINT OPERATIONS AT THE END OF THE REPORTING YEAR ARE AS FOLLOWS

Name of joint operations	Country of incorporation	Place of Activity	Principal Activity	Percentage holding-share
Afcons Vijeta PES Joint Venture	India	India	Infrastructure	100%
Afcons Sibmost Joint Venture	India	India	Infrastructure	100%
Dahej Standby Jetty Project undertaking	India	India	Infrastructure	100%
Afcons Gunanusa Joint Venture	India	India	Infrastructure	100%
Afcons Pauling Joint Venture	India	India	Infrastructure	100%
Afcons SMC Joint Venture	India	Tanzania	Infrastructure	100%
Afcons - Vijeta Joint Venture	India	India	Infrastructure	100%
Afcons JAL Joint Venture	India	India	Infrastructure	100%
Transtonnelstroy Afcons Joint Venture	India	India	Infrastructure	99%
Afcons KPTL Joint Venture	India	Bangladesh	Infrastructure	51%
Afcons Sener LNG Construction Projects Private Limited	India	India	Infrastructure	49%
Ircon Afcons Joint Venture (wound up on 30th September, 2024)	India	Bangladesh	Infrastructure	47%
Strabag AG Afcons Joint Venture	India	India	Infrastructure	40%
Afcons Infrastructure Limited and Vijeta Projects and Infrastructures Limited Joint Venture	India	Tanzania / Rwanda	Infrastructure	100%
Afcons - Vijeta JV	India	Zimbabwe	Infrastructure	100%
Afcons - Hindustan Joint Venture	India	India	Infrastructure	100%

NOTE-3 : A. PROPERTY, PLANT AND EQUIPMENT

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2024	Additions	Disposals	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Depreciation for the year	Disposals	Balance as at 31st March, 2025	Balance as at 31st March, 2025
(a) Freehold land	204.47	-	-	204.47	-	-	-	-	204.47
(b) Buildings	52.39	-	-	52.39	22.85	1.04	-	23.89	28.50
(c) Plant and equipment	3,647.78	246.99	(21.81)	3,872.96	1,818.21	295.25	(15.66)	2,097.80	1,775.16
(d) Furniture and fixtures	83.19	7.84	(1.17)	89.86	33.13	7.48	(0.71)	39.90	49.96
(e) Vehicles	57.46	10.86	(2.20)	66.12	25.15	5.48	(0.93)	29.70	36.42
(f) Office equipments	65.70	6.43	(3.58)	68.55	46.35	7.92	(3.35)	50.92	17.63
(g) Leasehold improvements	2.79	-	-	2.79	2.79	-	-	2.79	-
(h) Floating equipments	386.18	3.10	-	389.28	130.57	25.97	-	156.54	232.74
(i) Laboratory equipments	4.16	0.09	-	4.25	1.58	0.18	-	1.76	2.49
(j) Shuttering materials	596.60	42.10	(0.17)	638.53	442.28	58.88	(0.16)	501.00	137.53
(k) Accessories and attachments	246.87	47.08	-	293.95	123.36	37.00	-	160.36	133.59
Total	**5,347.59**	**364.49**	**(28.93)**	**5,683.15**	**2,646.27**	**439.20**	**(20.81)**	**3,064.66**	**2,618.49**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Previous Year

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Depreciation for the year	Disposals	Balance as at 31st March, 2024	Balance as at 31st March, 2024
(a) Freehold land	204.47	-	-	204.47	-	-	-	-	204.47
(b) Buildings	52.39	-	-	52.39	21.81	1.04	-	22.85	29.54
(c) Plant and equipment	3,206.22	469.55	(27.99)	3,647.78	1,543.89	295.66	(21.34)	1,818.21	1,829.57
(d) Furniture and fixtures	81.26	8.62	(6.69)	83.19	31.15	7.50	(5.52)	33.13	50.06
(e) Vehicles	46.18	16.89	(5.61)	57.46	24.06	4.32	(3.23)	25.15	32.31
(f) Office equipments	65.46	7.99	(7.75)	65.70	45.30	8.21	(7.16)	46.35	19.35
(g) Leasehold improvements	2.79	-	-	2.79	2.79	-	-	2.79	-
(h) Floating equipments	302.45	83.73	-	386.18	111.05	19.52	-	130.57	255.61
(i) Laboratory equipments	4.10	0.06	-	4.16	1.40	0.18	-	1.58	2.58
(j) Shuttering materials	488.14	108.46	-	596.60	355.41	86.87	-	442.28	154.32
(k) Accessories and attachments	176.90	69.97	-	246.87	96.30	27.06	-	123.36	123.51
Total	**4,630.36**	**765.27**	**(48.04)**	**5,347.59**	**2,233.16**	**450.36**	**(37.25)**	**2,646.27**	**2,701.32**

Notes:

Freehold land with a carrying amount of ₹ 203.00 Crore (As at 31st March, 2024 ₹ 203.00 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No.14 and 20.

Buildings carrying amount of ₹ 28.50 Crore (As at 31st March, 2024 ₹ 21.82 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No.14 and 20.

Plant and machinery, vehicles, office equipments, floating equipments, laboratory equipments and accessories and attachments with a carrying amount of ₹ 2,185.93 Crore (As at 31st March, 2024 ₹ 2,250.32 Crore) has been secured by way of hypothecation in favour of term lenders and consortium banks have been secured through indenture of mortgage. Refer Note No.14 and 20.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-3 : B. CAPITAL WORK-IN-PROGRESS:

Capital Work-in-Progress - Movement

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening Balance	43.07	183.60
Add: Additions during the year	32.68	24.78
Less: Capitalised during the year	(42.90)	(165.31)
Closing Balance	32.85	43.07

Capital Work-in-Progress - Ageing Schedule

(₹ in Crore)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	32.85	-	-	-	**32.85**
Projects temporarily suspended	-	-	-	-	**-**

(₹ in Crore)

Previous Year	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Project in progress	43.07	-	-	-	**43.07**
Projects temporarily suspended	-	-	-	-	**-**

The Company does not have any CWIP whose completion is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable .

NOTE-3 : C. INTANGIBLE ASSETS

(₹ in Crore)

Particulars	Gross carrying value				Amortisation				Net carrying value
	Balance as at 1st April, 2024	Additions	Disposals	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Amortisation for the year	Disposals	Balance as at 31st March, 2025	Balance as at 31st March, 2025
Computer software - acquired	13.17	-	-	13.17	12.57	0.05	-	12.62	0.55
Total	**13.17**	**-**	**-**	**13.17**	**12.57**	**0.05**	**-**	**12.62**	**0.55**

(₹ in Crore)

Particulars	Gross carrying value				Amortisation				Net carrying value
	Balance as at 1st April, 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Amortisation for the year	Disposals	Balance as at 31st March, 2024	Balance as at 31st March, 2024
Computer software - acquired	13.14	0.03	-	13.17	12.53	0.04	-	12.57	0.60
Total	**13.14**	**0.03**	**-**	**13.17**	**12.53**	**0.04**	**-**	**12.57**	**0.60**

Notes Forming Part of the Standalone Financial Statements
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NOTE-3 : D. RIGHT-OF-USE ASSET

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2024	Additions	Deletions due to discontinued agreements	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Depreciation for the year	Depreciation on deletions	Balance as at 31st March, 2025	Balance as at 31st March, 2025
Land	114.94	61.21	(13.86)	**162.29**	85.19	26.45	(10.77)	**100.87**	**61.42**
Buildings	123.39	30.95	(1.43)	**152.91**	85.23	23.46	(0.79)	**107.90**	**45.01**
Total	**238.33**	**92.16**	**(15.29)**	**315.20**	**170.42**	**49.91**	**(11.56)**	**208.77**	**106.43**

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2023	Additions	Deletions due to discontinued agreements	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Depreciation for the year	Depreciation on deletions	Balance as at 31st March, 2024	Balance as at 31st March, 2024
Land	105.56	13.54	(4.16)	**114.94**	63.15	24.68	(2.64)	**85.19**	**29.75**
Buildings	83.52	50.21	(10.34)	**123.39**	77.21	15.48	(7.46)	**85.23**	**38.16**
Total	**189.08**	**63.75**	**(14.50)**	**238.33**	**140.36**	**40.16**	**(10.10)**	**170.42**	**67.91**

Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). For leases of Land or Building and equipment, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate);
- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate);
- The Company also considers other factors including the costs and business disruption required to replace the leased asset;
- Most extension options in the leases have not been included in the lease liability, because the Company could replace the assets without significant cost or business disruption.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-4 : NON-CURRENT INVESTMENTS

	Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
			Quantity	Amount ₹ in Crore	Quantity	Amount ₹ in Crore
A.	**Investments at cost**					
	Unquoted investments (fully paid)					
	(a) Investment in equity instruments :					
	(i) of subsidiaries					
	Hazarat & Co.Private Limited	₹ 10	2,02,610	0.20	2,02,610	0.20
	Afcons Hydrocarbons Engineering Private Limited	₹ 10	1,00,000	0.26	1,00,000	0.26
	Afcons Corrosion Protection Private Limited	₹ 10	80,000	0.06	80,000	0.06
	Afcons Oil & Gas Services Private Limited ^^	₹ 10	10,000	0.01	10,000	0.01
	Afcons Construction Mideast LLC.	AED 1000	300	0.51	300	0.51
	Afcons Infrastructures Kuwait for Building, Road & Marine Contracting WLL.*	KD 1200	49	0.96	49	0.96
	Afcons Mauritius Infrastructure Limited	Euro 1	11,00,000	9.17	11,00,000	9.17
	Afcons Overseas Singapore Pte. Limited.$	SGD 1	50,500	5.97	50,000	0.24
	Afcons Contracting Company #	SAR 100	9,000	2.06	-	-
	(ii) of others related parties					
	Afcons (Mideast) Constructions & Investments Private Limited.	₹ 100	1	#	1	#
				19.20		**11.41**
	* Subsidiary on the basis of control on the composition of the board of directors.					
	^^ During the previous year Company has acquired balance 26% shares of Afcons Oil & Gas Services Private Limited.					
	$ During the year, Parent Company has acquired balance 0.99% shares of Afcons Overses Singapore Pte Limited.					
	# During the year, Afcons has invested upto the stake of 90% shares of Afcons Contracting Company, which was formed on 1st August, 2024.					
B.	**Investment in equity instruments at fair value through other comprehensive income**					
	Quoted investments (fully paid)					
	(a) Investment in equity instruments :					
	Hindustan Oil Exploration Company Limited.	₹ 10	40,072	0.69	40,072	0.71
	Hindustan Construction Company Limited.	₹ 1	2,000	0.01	2,000	0.01
	Simplex Infrastructures Limited.	₹ 2	500	0.02	500	0.01
	ITD Cementation India Limited.	₹ 1	1,000	0.06	1,000	0.04
	Gammon India Limited.	₹ 2	250	#	250	#
	Total aggregate quoted investments			**0.78**		**0.77**
	Unquoted investments (fully paid)					
	(b) Investment in equity instruments :					
	Simar Port Private Limited	₹ 10	1,000	#	1,000	#
	Total aggregate unquoted investments			**#**		**#**
	# Amount is below the rounding off norms adopted by the Company.					
	Total investments			**19.98**		**12.18**
	Aggregate carrying amount of quoted investments			0.30		0.30
	Aggregate market value of quoted investments			0.78		0.77
	Aggregate carrying amount of unquoted investments			19.20		11.41

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Category-wise other investments - as per Ind-AS 109 classification:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Financial assets measured at FVTPL	-	-
Financial assets carried at FVTOCI - equity instruments	0.78	0.77
Financial assets carried at amortised cost	19.20	11.41
	19.98	**12.18**

NOTE-5 : TRADE RECEIVABLES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
From Customers:				
a) Unsecured, Considered good (including retention monies)	2,312.89	591.59	2,490.38	459.56
b) Having Significant increase in credit risk	45.72	69.67	-	87.77
	2,358.61	**661.26**	**2,490.38**	**547.33**
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	45.72	69.67	-	87.77
	2,312.89	**591.59**	**2,490.38**	**459.56**
From Related parties (Refer note 35)				
a) Unsecured, Considered good (including retention monies)	385.19	74.97	463.36	39.64
b) Having Significant increase in credit risk	3.32	9.67	-	14.04
	388.51	**84.64**	**463.36**	**53.68**
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	3.32	9.67	-	14.04
	385.19	**74.97**	**463.36**	**39.64**
Total	**2,698.08**	**666.56**	**2,953.74**	**499.20**

NOTE-5.1 : A. MOVEMENT IN ALLOWANCE FOR BAD AND DOUBTFUL RECEIVABLES (EXPECTED CREDIT LOSS ALLOWANCE)

(₹ in Crore)

Particulars	Current	Non Current
Balance as at 1st April, 2023	-	84.60
Add: Created during the year	-	17.21
Less: Released during the year	-	-
Balance as at 31st March, 2024	**-**	**101.81**
Add: Created during the year	49.04	-
Less: Released during the year	-	(22.47)
Balance as at 31st March, 2025	**49.04**	**79.34**

NOTE-5.1 : B. TRADE RECEIVABLES AGEING SCHEDULE

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good (Current)	870.35	891.47	187.98	87.08	164.39	30.13	**2,231.40**
(ii) Which have significant increase in credit risk (Current)	15.30	23.42	1.90	0.88	1.66	1.11	**44.27**
(iii) Considered good (Non-Current)	173.74	0.12	-	3.58	-	67.56	**245.00**
(iv) Which have significant increase in credit risk (Non-Current)	1.75	-	-	0.01	-	0.50	**2.26**
Disputed Trade Receivables							
(i) Considered good (Current)	0.06	15.97	84.07	86.01	85.14	195.43	**466.68**
(ii) Which have significant increase in credit risk (Current)	-	0.16	0.85	0.87	0.86	2.03	**4.77**
(iii) Considered good (Non-Current)	-	-	-	5.97	-	415.59	**421.56**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	0.06	-	77.02	**77.08**
Sub-total - Trade Receivables							**3,493.02**
Less: Allowance for expected credit loss							**(128.38)**
Total							**3,364.64**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Previous year

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good (Current)	931.33	1,149.76	172.16	184.86	25.42	64.12	**2,527.65**
(ii) Which have significant increase in credit risk (Current)	-	-	-	-	-	-	**-**
(iii) Considered good (Non-Current)	-	-	1.30	2.29	-	89.43	**93.02**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	-	-	-	**-**
Disputed Trade Receivables							
(i) Considered good (Current)	0.06	51.13	35.78	141.65	22.91	174.56	**426.09**
(ii) Which have significant increase in credit risk (Current)	-	-	-	-	-	-	**-**
(iii) Considered good (Non-Current)	-	6.03	-	-	141.89	258.26	**406.18**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	-	**-**	101.81	**101.81**
Sub-total - Trade Receivables							**3,554.75**
Less: Allowance for expected credit loss							**(101.81)**
Total							**3,452.94**

NOTE-6 : LOANS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Loans to related parties (unsecured, considered good) (Refer note 35)				
To Subsidiaries	20.05	-	0.03	-
To Joint operations #	11.35	-	19.24	-
Total	**31.40**	**-**	**19.27**	**-**

These financial assets are carried at amortised cost

Interest free loan given to Transtonnelstroy-Afcons Joint Venture, Strabag AG Afcons Joint Venture & Afcons KPTL Joint Venture towards working capital requirement repayable on demand.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties

(as defined under Companies Act, 2013):

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Amount Outstanding	% to the total loans and advances in the nature of loans	Amount Outstanding	% to the total loans and advances in the nature of loans
Amounts repayable on demand				
- Promoters	-	0.00%	-	0.00%
- Directors	-	0.00%	-	0.00%
- Key managerial personnel	-	0.00%	-	0.00%
- Other related party	31.40	100.00%	19.27	100.00%

NOTE-7 : OTHER FINANCIAL ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
(a) Interest on trade receivables as per arbitration awards (Including from related parties (Current) ₹ 56.28 Crore) (Previous year ₹ 56.28 Crore)	84.58	218.83	157.14	232.54
(b) Deposits (unsecured, considered good)				
(i) Security deposits	11.70	85.75	6.33	67.77
(ii) Other deposits	0.70	2.24	0.68	1.77
	12.40	**87.99**	**7.01**	**69.54**
(c) Advance to vendor recoverable in cash (Refer note 44)	104.41	-	269.55	-
(d) Other loans and advances (doubtful)	-	0.16	-	0.16
Less: provision for other doubtful loans and advances	-	0.16	-	0.16
	-	**-**	**-**	**-**
(e) Bank deposits having maturity of more than 12 months (given towards margin money / under lien)	-	29.41	-	35.74
(f) Others (includes Custom duty receivable, Encashment of Bank guarantee, etc.)	7.25	104.80	35.24	79.28
Total	**208.64**	**441.03**	**468.94**	**417.10**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-8 : CONTRACT ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract assets				
Amounts due from customer under construction contracts				
Unsecured, considered good	5,379.30	1,559.09	3,758.33	1,271.01
Doubtful	98.45	13.57	-	63.38
	5,477.75	**1,572.66**	**3,758.33**	**1,334.39**
Less: Allowance for expected credit losses	98.45	13.57	-	63.38
Total	**5,379.30**	**1,559.09**	**3,758.33**	**1,271.01**

NOTE-8.1 : MOVEMENT IN EXPECTED CREDIT LOSS ALLOWANCE

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Opening balance for loss allowance	-	63.38	-	53.13
Add: Loss allowance assessed for the current year (net of reversal)	98.45	-	-	10.25
Less: Reversal of loss allowance on account of debts written-off	-	(49.81)	-	-
Closing balance for loss allowance	**98.45**	**13.57**	**-**	**63.38**

NOTE-8.2 : OTHER NON-CURRENT AND CURRENT ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
(a) Capital advances	-	27.07	-	40.84
(b) Pre-paid expenses	80.25	33.82	75.13	12.32
(c) Share issue expense recoverable	-	-	7.96	-
(d) Balances with government authorities				
(i) GST / VAT credit receivable	635.81	120.64	629.85	107.25
(ii) Service tax credit receivable	-	30.47	-	30.47
	635.81	**151.11**	**629.85**	**137.72**
(e) Others				
(i) Advance to vendors and others (Includes related parties ₹ 9.83 Crore) (Previous year ₹ 9.20 Crore)	212.59	-	245.29	-
(ii) Other receivables (includes sale of materials, scrap, etc.)	132.11	-	68.98	-
(iii) Advances to employees	2.31	-	0.93	-
	347.01	**-**	**315.20**	**-**
Total	**1,063.07**	**212.00**	**1,028.14**	**190.88**

NOTE-9 : INVENTORIES - AT LOWER OF COST OR NET REALISABLE VALUE

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Construction materials		
Steel	376.21	628.54
Cement	10.03	13.60
Aggregate	60.95	90.09
Other construction material	261.20	410.89
	708.39	**1,143.12**
Stores and spares	279.84	457.81
	279.84	**457.81**
Total	**988.23**	**1,600.93**

NOTE-10 : CASH AND CASH EQUIVALENTS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balances with banks	183.07	278.52
Fixed deposits with original maturity for less than 3 months	131.24	-
Cash on hand	1.92	2.27
Total	**316.23**	**280.79**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the years.

NOTE-10.1 : BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Earmarked balance with banks		
- Unpaid dividend accounts	0.04	0.03
- Balances held as margin money or security against borrowings, guarantees and other commitments	113.50	41.59
- Other earmarked accounts / escrow account	2.30	1.77
Deposits having maturity of more than 3 months but less than 12 months	205.36	200.76
Total	**321.20**	**244.15**

NOTE-11 : NON CURRENT TAX ASSETS (NET)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance income tax (net of provisions ₹ 95.61 Crore)	12.22	53.64
(As at 31st March, 2024 ₹ 269.03 Crore)		
Total	**12.22**	**53.64**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-12 : SHARE CAPITAL

NOTE-12 : (A). EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares	₹ in Crore	Number of shares	₹ in Crore
1. Authorised:				
Equity share capital of ₹ 10 each	1,00,00,00,000	1,000.00	1,00,00,00,000	1,000.00
2. Issued, subscribed and fully paid up:				
Equity shares of ₹ 10 each. (Refer note 12.1 below)	36,77,84,631	367.78	34,07,38,269	340.74

NOTE-12.1 : RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO EQUITY SHARES:

A member has a right to receive dividend as may be proposed by the board and approved at the annual general meeting. The Equity shares are not repayable except in the case of a buyback, reduction of capital or winding up in terms of the provision of the Act. Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the Company.

NOTE-12.2 : DETAILS OF EQUITY SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% OF SHARES OF THE COMPANY AND DETAILS OF SHAREHOLDING OF PROMOTERS:

Class of shares / name of shareholder	As at 31st March, 2025		As at 31st March, 2024		Percentage Change in shareholding during the year
	Number of shares held	% holding	Number of shares held	% holding	
Equity shares					
Promoters:					
Goswami Infratech Private Limited	9,20,72,053	25.03	24,65,40,258	72.35	(62.65)
Shapoorji Pallonji & Company Private Limited	5,66,81,410	15.41	5,66,81,410	16.63	-
Floreat Investments Private Limited **	2,76,67,944	7.52	2,76,67,944	8.12	-
	17,64,21,407	**47.97**	**33,08,89,612**	**97.11**	

** wholly owned subsidiary of Shapoorji Pallonji & Company Private Limited

The Board of Directors via Circular Resolution approved on 31st July, 2024 has identified Shapoorji Pallonji Mistry, Firoz Cyrus Mistry and Zahan Cyrus Mistry as additional promoters of the Company with effect from 31st July, 2024. None of the said additional promoters holds any shares of the Company as on 31st March, 2025.

NOTE-12.3 : RECONCILIATION OF NUMBER OF EQUITY SHARES OF THE COMPANY AND AMOUNT OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

Particulars	Issued, subscribed and fully paid up	
	Numbers	₹ in Crore
Equity shares outstanding as at 1st April, 2023	**7,19,70,238**	**71.97**
Changes in equity share capital during the year :		
Add: Equity Share issued upon conversion of 0.01% Non cumulative and non profit participatory convertible preference shares (Refer Note 12.5 below)	1,46,52,015	14.65
Add: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares (Refer Note 12.6 below)	24,65,40,258	246.54
Add: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares (Refer Note 12.7 below)	75,75,758	7.58
Equity shares outstanding as at 31st March, 2024	**34,07,38,269**	**340.74**
Equity shares outstanding as at 1st April, 2024	**34,07,38,269**	**340.74**
Changes in equity share capital during the year due to Initial Public Offer	2,70,46,362	27.04
Equity shares outstanding as at 31st March, 2025	**36,77,84,631**	**367.78**

NOTE-12 : (B). INSTRUMENTS ENTIRELY EQUITY IN NATURE

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares	₹ in Crore	Number of shares	₹ in Crore
1. Authorised:				
Preference shares of ₹ 10 each.	75,00,00,000	750.00	75,00,00,000	750.00
Total	**75,00,00,000**	**750.00**	**75,00,00,000**	**750.00**

NOTE-12.4 : RECONCILIATION OF NUMBER OF PREFERENCE SHARES OF THE COMPANY AND AMOUNT OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR.

Particulars	Issued, subscribed and fully paid up	
	Numbers	₹ in Crore
Preference shares outstanding as at 1st April, 2023	**45,00,00,000**	**450.00**
Changes in Preference share capital during the year:		
Less: Equity Share issued upon conversion of 0.01% Non cumulative and non profit participatory convertible preference shares which were held by Floreat Investments Private Limited (Refer Note 12.5 below)	10,00,00,000	100.00
Less: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares which were held by Goswami Infratech Private Limited (Refer Note 12.6 below)	25,00,00,000	250.00
Less: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares which were held by Shapoorji Pallonji & Company Private Limited (Refer Note 12.7 below)	10,00,00,000	100.00
Preference shares outstanding as at 31st March, 2024	**-**	**-**
Preference shares outstanding as at 1st April, 2024	**-**	**-**
Changes in preference share capital during the year	-	-
Preference shares outstanding as at 31st March, 2025	**-**	**-**

NOTE-12.5 : RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% NON CUMULATIVE AND NON PROFIT PARTICIPATORY CONVERTIBLE PREFERENCE SHARES:

(a) The Preference Shares issued were non- cumulative and non profit participating convertible Preference Shares which were carrying a fixed rate of dividend of 0.01% per annum to be paid in priority to the holders of any other class of shares.

(b) The terms of these Preference Shares were varied with consent of the Preference Shareholder and the special resolution was passed with requisite majority of the members of the Company vide Postal Ballot effective on 30th November, 2018 whereby the preference shares shall be deemed to be converted into common equity shares of the Company at a price of ₹ 68.25 per equity share (consisting of par of ₹ 10 and a premium of ₹ 58.25) immediately, automatically and without any further act of the parties in the event of conversion of the preference shares by Goswami Infratech Private Limited.

(c) Every member of the Company holding preference shares were having right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares.

(d) On Mandatory conversion date i.e.13th January, 2024, pursuant to the resolution passed by the Stakeholders Relationship Committee of the Company on 13th January, 2024 and in terms of the conversion terms stated in 12.4 (b) above, the said Preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e. Floreat Investments Private Limited) was allotted 1,46,52,015 equity shares of ₹ 10 /- each against the conversion of 10,00,00,000 Preference shares of ₹ 10/- each held by it. Accordingly, the Preference Shares held by Floreat Investments Private Limited stands extinguished. Resultantly, the equity shareholding of Floreat Investments Private Limited as on 31st March 2024 stands increased from 1,30,15,929 equity shares to 2,76,67,944 equity shares of face value of ₹ 10/- each.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-12.6 : RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE, NON PARTICIPATORY PREFERENCE SHARES:

(a) The preference shares issued were entitled to fixed non-cumulative preference dividend at the fixed rate of 0.01% per annum which were be paid in priority to the holder of any other class of shares. According to the terms and conditions, which were approved by the equity shareholders via passing special resolution on 17th July, 2020, the preference shares had early conversion rights at any time on or after 31st July, 2020 ("Early conversion date") prior to 13th January 2024 ("Mandatory conversion date").

(b) Every member of the Company holding preference shares has a right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares, in accordance with the provision of section 47 of Companies Act, 2023.

(c) The preference share and all equity shares issued on the conversion of the preference shares shall be freely transferable at the option of the holders of the preference shares. The Company confirms that the Board of Directors of the Company has duly approved the issuance and the terms of the preference share, including the right of the preference shareholder to freely transfer the preference shares and the equity shares issued on the conversion of the preference shares and the Board of Directors of the Company shall not raise any objections under Article 37 of the Articles to any such transfer.

(d) On return of capital on a liquidation or otherwise of the assets of the Company, the holder of preference shares were 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 preference shares 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).The preference shares were not conferred any further right to participate in the profits or assets of the Company except as mentioned above.

(e) The terms and conditions of compulsory convertible preference shares held by Goswami Infratech Private Limited (GIPL) were amended in 2022 by varying / deferring the Early Conversion date 'on or after 31st January 2023 from 'any date on or after 31st July 2020 via passing a special resolution. Accordingly the preference shares were carrying rights of automatically and mandatorily be converted into equity shares on 13th January, 2024 ("mandatory conversion date") or any early date of conversion at the instruction of the Preference shareholder ("early conversion date").

(f) As per the terms and conditions, on mandatory conversion date or the early conversion date, as the case maybe, the preference shares were to be converted into such number of equity shares of the Company constituting 74% of the outstanding equity share capital and convertible preference shares of the Company calculated on a fully diluted basis on the date of issue (i.e. 14th January, 2008) resulting into 24,65,40,258 equity shares of the Company. Such equity shares of the Company shall at all times constitute at least 72% (seventy-two per cent) of the outstanding equity shares of the Company on a fully diluted basis.

(g) During the year ended 31st March, 2024, on mandatory conversion date, pursuant to the resolution passed by the Stakeholders Relationship Committee of the Company on 13th January, 2024 , the said preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e.Goswami Infratech Private Limited) were allotted 24,65,40,258 equity shares of ₹ 10/- each against the conversion of 25,00,00,000 preference shares of ₹ 10/- each held by GIPL. Accordingly, the preference shares held by Goswami Infratech Private Limited stands extinguished. Resultantly, the equity shareholding of Goswami Infratech Private Limited as on 31st March 2024 was 24,65,40,258 equity shares of face value of ₹ 10/- each.

NOTE-12.7 : RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE, NON PARTICIPATORY PREFERENCE SHARES:

(a) The preference shares issued were entitled to fixed non-cumulative preference dividend at the fixed rate of 0.01% per annum which were be paid in priority to the holder of any other class of shares. According to the terms and conditions, the preference shares had early conversion rights at any time on or after 14th February, 2024 ("Early conversion Date") prior to 21st March, 2024 ("Mandatory Conversion Date").

(b) Every member of the Company holding preference shares has a right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares.

(c) On return of capital on a liquidation or otherwise of the assets of the Company, the holder of preference shares were 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 preference shares 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).The preference shares were not conferred any further right to participate in the profits or assets of the Company except as mentioned above.

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(d) As per the terms and conditions, on Mandatory Conversion Date or the Early Conversion Date(as the case may be) the preference shares shall be converted into such number of equity shares of the Company at the price of ₹ 132 per equity shares (consisting of par of ₹ 10 and a premium of ₹ 122 per share) provided that in case of any fraction arising on conversion of preference shares into equity shares, such fraction equity shares shall be rounded off to the nearest number.

(e) Pursuant to the consent of the preference shareholder received vide their letter dated 29th December, 2023 and there other class preference shareholder on 1st January, 2024 and 2nd January, 2024 respectively , the Board of Directors of the Company had pursuant to its resolutions taken at its meeting held on 5th January, 2024 initiated the action to obtain shareholders approval to the variation of the terms of the preference shares held by the preference shareholder (Shapoorji Pallonji and Company Private Limited) to provide for an option to the preference shareholders for exercise of right of an early conversion of the said preference shares on any day on or after 14th February, 2024 but prior to the mandatory conversion date of 21st March, 2024. Accordingly, the requisite approval of the equity shareholder to the said variation of the terms of the preference shares was accorded on 8th February, 2024 vide Postal Ballot Process.

(f) Shapoorji Pallonji and Company Private Limited vide its letter date 12th February, 2024 requested for early conversion of the said preference shares on 14th February, 2024. Accordingly, pursuant to the resolution passed by the Board of Directors of the Company on 14th February, 2024, the said preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e. Shapoorji Pallonji and Company Private Limited) was allotted 75,75,758 equity shares of ₹ 10 /- each against the conversion of 10,00,00,000 preference shares of ₹ 10/- each held by it. Accordingly, the preference shares held by Shapoorji Pallonji and Company Private Limited stands extingushed. Resultantly, the equity shareholding of Shapoorji Pallonji and Company Private Limited as on 31st March, 2024 stands increased from 4,91,05,652 equity shares to 5,66,81,410 equity shares of face value of ₹ 10/- each.

NOTE-12.8 : DETAILS OF SHARES HELD BY THE HOLDING COMPANY, THE ULTIMATE HOLDING COMPANY, THEIR SUBSIDIARIES AND ASSOCIATES:

Particulars	As at 31st March, 2025			As at 31st March, 2024		
	Equity shares	0.01% Non cumulative and non profit participatory convertible preference shares	0.01% Fully and compulsorily convertible non-cumulative non participatory preference shares	Equity shares	0.01% Non cumulative and non profit participatory convertible preference shares	0.01% Fully and compulsorily convertible non-cumulative non participatory preference shares
	Number of shares			Number of shares		
Holding Company						
Goswami Infratech Private Limited	-	-	-	24,65,40,258	-	-
Subsidiaries of the holding company:						
Hermes Commerce Private Limited	-	-	-	40,54,970	-	-
Renaissance Commerce Private Limited	-	-	-	40,24,619	-	-

NOTE-12.9

For the period of Five years immediately preceding the date as at which the Balance Sheet is prepared:

i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash: Nil

ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares: Nil

iii) Aggregate number and class of shares bought back: Nil

NOTE 12.10

The word company used in the Standalone Balance Sheet and Standalone Statement of Profit & Loss including the accompanying notes to accounts is defined as "Afcons Infrastructure Limited" including all of its branches and Joint Operations.

NOTE 12.11

The Board at its meeting held on 23rd May, 2025, has recommended a dividend of ₹ 2.50 per share on equity share of ₹ 10 each (25%) subject to approval of members of the Company at the forthcoming Annual General Meeting.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-13 : OTHER EQUITY

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Capital reserve	0.19	0.19
Capital redemption reserve	0.13	0.13
Securities premium account	1,384.35	191.51
Contingency reserve	8.00	8.00
General reserve	65.70	65.70
Foreign exchange translation reserve through other comprehensive income	(20.01)	(3.56)
Retained earnings	3,001.04	2,453.02
Reserve for equity instruments through other comprehensive income	19.57	19.56
Total	**4,458.97**	**2,734.55**

Movement in other equity

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Capital reserve		
Opening balance	0.19	0.19
Closing balance	**0.19**	**0.19**
(b) Capital redemption reserve		
Opening balance	0.13	0.13
Closing balance	**0.13**	**0.13**
(c) Securities premium account		
Opening balance	191.51	10.28
Add : Premium on shares issued during the year	1,222.96	181.23
Less: IPO Expenses	(30.12)	-
Closing balance	**1,384.35**	**191.51**
(d) Contingencies reserve		
Opening balance	8.00	8.00
Closing balance	**8.00**	**8.00**
(e) General reserve		
Opening balance	65.70	65.70
Closing balance	**65.70**	**65.70**
(f) Foreign currency translation reserve		
Opening balance	(3.56)	(4.94)
Add : Effect of foreign exchange rate variations during the year	(16.45)	1.38
Closing balance	**(20.01)**	**(3.56)**
(g) Retained earnings		
Opening balance	2,453.02	2,048.25
Add: Profit for the year	586.13	442.12
Add: Other items classified to other comprehensive income	(5.74)	(8.51)
Less: Appropriations		
Dividend on equity shares (₹ 2.50 per share) (Previous year ₹ 4.00 per share)	(32.33)	(28.79)
Dividend on preference shares (₹ 0.001 per share) (Previous year ₹ 0.001 per share)	(0.04)	(0.05)
Closing balance	**3,001.04**	**2,453.02**
(h) Reserve for equity instruments through other comprehensive income		
Opening balance	19.56	19.30
Net fair value gain/(loss) on investments in equity instruments measured at FVTOCI	0.01	0.26
Closing balance	**19.57**	**19.56**
Total	**4,458.97**	**2,734.55**

Nature and purpose of each reserve within other equity

Capital reserve

The capital reserve is on account of acquisition of subsidiary companies

Capital redemption reserve

As per the provisions of Companies Act, capital redemption reserve is created out of the general reserve for the amount equivalent to the paid up capital of shares bought back by the Company.

Securities premium account

Where Company issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" as per the provisions of applicable Companies Act. This reserve is utilised as per the provisions of the Companies Act.

Contingency reserve

The contingency reserve was created to protect against loss for amounts due from a partnership firm.

General reserve:

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

Foreign currency translation reserve:

Exchange differences relating to the translation of the results and net assets of the foreign operations from their functional currencies to the presentation currency (i.e. ₹) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Retained earning and dividend on equity shares:

This represent the surplus / (deficit) of the profit or loss. The amount that can be distributed by the Company to its equity shareholders is determined considering the requirements of the Companies Act, 2013. Thus, the amount reported above are not distributable in entirety.

Reserve for equity instrument measured through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-14: NON CURRENT BORROWINGS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Measured at amortised cost		
(a) Equipment loan (Secured) (Refer note 14.1.(i))		
From banks		
Rupee loan	450.51	586.88
Foreign Currency Loan (ECB)	144.73	-
(b) Other loans and advances		
Foreign Currency Loan (Secured) (Refer note 14.1.(ii))		
Buyers Credit from Banks	-	10.81
Total	**595.24**	**597.69**

NOTE-14.1 Details of terms of repayment of long-term borrowings from banks and security provided in respect thereof:

(₹ in Crore)

Particulars	Terms of security	As at 31st March, 2025 Secured	As at 31st March, 2024 Secured
(i) Equipment loan from banks			
Rupee loan:			
HSBC Bank	Refer note 14.1 (iii)	-	6.25
State Bank of India		-	40.00
SBM Bank		66.67	5.55
Indian Bank		75.26	100.43
Export Import Bank of India		152.49	229.65
Punjab National Bank		79.98	119.98
Bank of Baroda		36.17	56.22
Union Bank of India		39.94	28.80
Foreign Currency loan:			
HSBC (ECB)		112.98	-
LBBW Germany		31.75	-
Total - Equipment loan		**595.24**	**586.88**
(ii) Other Loans and Advances from banks -			
Buyer's Credit Foreign Currency Loans			
State Bank of India	Refer note 14.1 (iv)	-	10.81
Total - Other loans and advances		**-**	**10.81**
Total long-term borrowings from banks		**595.24**	**597.69**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(iii) Secured by first pari passu charge on plant & machinery. The rate of interest and repayment schedule of the loans are as follows:

As at 31st March, 2025

(₹ in Crore)

Nature	Bank name	Rate of Interest %	Loan amount (₹ in Crores)	Repayment schedule
Rupee Loan	SBM Bank	Loan No. 2 - 10.30%	66.67	Loan 2 - Semi annual instalment of ₹ 8.33 Crores up to 2029-30
	Indian Bank	Loan 1 - 9.85% Loan 2 - 10.10%	75.26	Loan 1 - Quarterly instalment of ₹ 2.50 Crores upto 2028-29 L oan 2 - Quarterly instalment of ₹ 4.39 Crores upto 2028-29
	Export Import Bank of India	Loan 1 - 10.00% Loan 2 - 9.95%	152.49	Each monthly instalment of ₹ 3.70 Crores upto 2026-27 for Loan 1 and ₹ 3.03 Crores for Loan 2 upto 2029-30
	Punjab National Bank	9.95%	79.98	Each Quarterly Instalment of ₹ 10.00 Crores upto 2027-28
	Bank of Baroda	Range of 9.10% TO 9.25%	36.17	57 equal monthly installments (EMI Basis)
	Union Bank of India	9.25%	39.94	72 equal monthly installments of ₹ 0.69 Crores
Foreign Currency Loan	HSBC (ECB)	6M Euribor + 185 bps i.e. 4.51%	112.98	Repayable in 9 half yearly instalment starting from Nov 2025 up to 2030-31
	LBBW Germany	6M Euribor + 115 bps i.e. 3.54%	31.75	Repayable in 20 half yearly instalment starting from Jan 2026 up to 2035-36

(iv) Secured by first charge by way of equitable mortgage on the immovable properties of the Company situated at Andheri, Mumbai and Delhi (mortgage during the year) on a pari passu basis. Company's stock of construction material, stores, WIP, Trade Receivables is further secured under IOM (excluding current assets of High speed Rail project) and first charge on movable plant & machinery of the Company upto 50% of the fund based limits with other term lenders on pari passu basis and also by goods covered under letters of credit.

NOTE-15 : TRADE PAYABLES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Trade payables				
(a) Total outstanding due to micro and small enterprises	177.36	14.58	198.45	23.21
(b) Total outstanding due to creditors other than micro and small enterprises	3,384.84	419.20	4,047.76	407.79
Total	**3,562.20**	**433.78**	**4,246.21**	**431.00**

Trade payables ageing schedule

(₹ in Crore)

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables						
(i) Micro and small enterprises	53.06	82.68	16.15	6.76	33.29	**191.94**
(ii) Others	1,266.48	1,774.19	455.96	180.78	111.11	**3,788.52**
Disputed trade payables						
(i) Micro and small enterprises	-	-	-	-	-	**-**
(ii) Others	1.21	7.89	0.59	2.16	3.67	**15.52**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Pervious Year

(₹ in Crore)

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables						
(i) Micro and small enterprises	59.44	105.45	24.30	15.51	15.09	**219.79**
(ii) Others	1,695.62	2,111.05	325.31	201.26	120.33	**4,453.57**
Disputed trade payables						
(i) Micro and small enterprises	-	-	0.01	0.81	1.05	**1.87**
(ii) Others	0.03	-	-	-	1.95	**1.98**

Disclosures as required under the micro, small and medium enterprises development Act, 2006 (MSMED Act)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount remaining unpaid	220.57	261.27
Interest due and unpaid interest	49.33	34.72
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	3.13	4.76
The amount of interest accrued and remaining unpaid at the end of accounting year;	3.76	4.33
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	56.22	43.81

NOTE-16 : OTHER FINANCIAL LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
(a) Capital creditors				
(i) Total outstanding due to micro and small enterprises	0.70	-	0.46	-
(ii) Total outstanding due to creditors other than micro and small enterprises	29.00	-	29.20	-
(b) Employee benefit payables	99.55	-	96.22	-
(c) Unclaimed / unpaid dividends #	0.04	-	0.03	-
(d) Interest accrued on advance from customers	35.19	-	34.72	-
(e) Other payables				
(i) Trade / security deposits received	43.85	-	53.24	-
(ii) Amount received on invocation of bank guarantees	-	7.51	-	7.51
(iii) Distribution of profit payable to member of JV	-	-	-	0.01
(iv) Others (includes differential interest on EXIM Bank funded projects)	33.72	67.33	55.91	119.01
Total - Other payables	**77.57**	**74.84**	**109.15**	**126.53**
Total	**242.05**	**74.84**	**269.78**	**126.53**

The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates.

NOTE-17 : CONTRACT LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract liabilities				
Amount due to customers	348.75	-	556.15	-
Advances from customers	2,103.31	2,270.76	2,392.81	1,451.29
Total	**2,452.06**	**2,270.76**	**2,948.96**	**1,451.29**

NOTE-17.1 : OTHER NON-CURRENT AND CURRENT LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Statutory remittances (VAT, GST, Service tax, Contributions to PF, Superannuation, ESIC, Withholding taxes, Labour welfare cess, etc.)	138.95	-	83.59	-
Other payables				
Advance against sale of scrap	1.46	-	1.52	-
Advance from subsidiaries	14.83	-	14.85	-
Total	**155.24**	**-**	**99.96**	**-**

NOTE-18 : PROVISIONS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Provision for employee benefits: *				
Provision for leave encashment	61.58	-	57.67	-
Provision for gratuity	12.00	24.55	17.37	9.31
	73.58	**24.55**	**75.04**	**9.31**
Provision - Others:				
Provision for doubtful advance	-	-	75.00	-
Provision for foreseeable losses for onerous contracts (Refer note 18.1)	73.86	-	77.18	-
Total	**147.44**	**24.55**	**227.22**	**9.31**

* The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity.

NOTE-18.1 : MOVEMENT IN PROVISION FOR FORESEEABLE LOSSES FOR ONEROUS CONTRACTS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Opening Balance	77.18	-	17.06	-
Add: Additions made during the year	39.12	-	62.14	-
Less: Reversals made during the year	(42.44)	-	(2.01)	-
Add: Exchange differences	-	-	(0.01)	-
Closing Balance	**73.86**	**-**	**77.18**	**-**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-19 : CURRENT TAX LIABILITIES (NET)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for tax (net of advance tax ₹ 383.23 Crores)	62.15	83.89
(As at 31st March, 2024 ₹ 92.61 Crores)		
Total	**62.15**	**83.89**

NOTE-20 : CURRENT BORROWINGS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Current maturities of long-term debts (Refer note 20.1 below)	252.56	240.59
(b) Working capital demand loans from banks		
Secured (Refer note 20.2 below)	1,011.28	1,237.55
(c) Short term Loans from Bank		
Foreign Currency Loan:		
Buyers Credit		
Secured (Refer Note 20.2 below)	76.51	180.23
(d) Cash credit facility from banks		
Secured (Refer note 20.2 below)	52.31	16.67
(e) Acceptances	247.82	182.28
(f) From related parties (Unsecured)	15.27	14.85
Total	**1,655.75**	**1,872.17**

NOTE-20.1 : CURRENT BORROWINGS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Equipment loans from banks (Rupee Loan) (Secured) #	237.76	236.85
Equipment loans from banks (Foreign Currency Loan - ECB) (Secured) #	8.88	-
Interest accrued but not due on borrowings	5.92	3.74
Total	**252.56**	**240.59**

For nature of security and interest rate refer note no.14.1

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-20.2 : DETAILS OF SECURITY FOR THE SECURED SHORT-TERM BORROWINGS:

(₹ in Crore)

Particulars	Terms of security	As at 31st March, 2025	As at 31st March, 2024
Working capital demand loans (WCDL)			
From banks:			
State Bank of India	Refer note 20.3 below	300.00	300.00
IDBI Bank		60.00	30.00
Indian Bank		38.50	30.00
Export Import Bank of India		300.00	300.00
Bank of Baroda		-	110.00
Union Bank of India		44.54	14.95
Bank of India		30.00	-
UCO Bank		30.00	30.00
Axis Bank		78.00	-
Punjab National Bank		-	72.00
DBS Bank		-	200.00
ICICI Bank		9.64	-
HSBC Bank		-	150.00
Yes Bank		0.60	0.60
Karnataka Bank		30.00	-
Bank of Maharashtra		30.00	-
Indian Overseas Bank		30.00	-
Punjab & Sind Bank		30.00	
		1,011.28	**1,237.55**
Short term Loans from Bank			
Foreign Currency Loan:			
Buyers Credit			
Axis Bank	Refer note 20.3 below	57.76	60.37
State Bank of India		5.91	119.86
HSBC Bank		12.84	-
Cash credit facility and Book overdraft	Refer note 20.3 below	52.31	16.67

NOTE-20.3

(i) Security:

Secured by first charge by way of equitable mortgage on the immovable properties of the Company situated at Andheri, Mumbai and Delhi (mortgage during the year) on a pari passu basis. The Company's stock of construction material, stores, WIP, Trade Receivables is further secured under indenture of mortgage (excluding current assets of High Speed Rail project) and first charge on movable plant & machinery of the Company upto 50% of the fund-based limits with other term lenders on a pari passu basis. Cash credit facility / working capital demand loan is further secured by the Company's proportionate share of current assets in all the joint ventures both present and future.

(ii) Interest:

Cash credit facility and working capital demand loan from banks carry interest ranging from @ 9.09% to @ 10.65% per annum (As at 31st March, 2024 interest ranging from @ 8.15% to @ 10.30% per annum). Buyers Credit carry interest ranging from @ 3.07% to @ 5.39% per annum (As at 31st March, 2024 interest ranging from @ 4.63% to @ 6.30% per annum)

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-21 : CURRENT TAX AND DEFERRED TAX

(a) Income tax expense

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the Year ended 31st March, 2024
Current tax:		
in respect of current year	275.88	200.20
in respect of prior year	(15.93)	15.38
Deferred tax		
in respect of current year	(36.78)	7.24
Income tax expense recognised in the standalone financial statement	**223.17**	**222.82**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Amount	Tax rate	Amount	Tax rate
Profit before tax	809.30		664.94	
Income tax using the Company's domestic tax rate	203.68	25.17%	167.35	25.17%
Effect of income that is exempt from taxation				
Non-taxable income	(2.08)	(0.26%)	-	0.00%
Loss in respect of which deferred tax assets not recognised due to uncertainty	4.62	0.57%	4.50	0.68%
Disallowable expenses	4.49	0.55%	5.50	0.83%
Effect of tax rates differences of entities operating in other jurisdictions having different tax rates	10.16	1.26%	23.44	3.53%
Charge / (credit) in respect of previous years	(15.93)	(1.97%)	15.38	2.31%
DTL adjustment in respect of previous years	18.33	2.26%	-	0.00%
Others	(0.10)	(0.01%)	6.65	1.00%
Income tax expense recognised in the standalone financial statement	**223.17**	**27.57%**	**222.82**	**33.52%**

Note:

The tax rate used for the financial years 2024-2025 reconciliations above is the corporate tax rate of 25.17% payable by the corporate entities in India on taxable profits under the Indian tax law.

(c) Movement of deferred tax

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025			
	Opening balance	Recognised in Profit and Loss	Recognised in OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	16.40	(9.26)	-	7.14
Right-of-use assets	17.09	9.70	-	26.79
Arbitration awards	213.12	(37.66)	-	175.46
	246.61	**(37.22)**	**-**	**209.39**
Tax effect of items constituting deferred tax assets				
Employee benefits	(21.23)	(1.54)	(1.93)	(24.70)
Adjustment of Ind AS 116	(17.17)	(9.91)	-	(27.08)
Expected credit loss	(28.95)	(18.93)	-	(47.88)
Provisions	(50.97)	19.71	-	(31.26)
Others (Disallowances u/s 43B(h)	(24.62)	11.11	-	(13.51)
	(142.94)	**0.44**	**(1.93)**	**(144.43)**
Net tax liabilities	**103.67**	**(36.78)**	**(1.93)**	**64.96**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Particulars	For the Year ended 31st March, 2024			
	Opening balance	Recognised in Profit and Loss	Recognised in OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	31.77	(15.37)	-	16.40
Right-of-use assets	12.26	4.83	-	17.09
Arbitration awards	145.14	67.98	-	213.12
	189.17	**57.44**	**-**	**246.61**
Tax effect of items constituting deferred tax assets				
Employee benefits	(16.82)	(1.55)	(2.86)	(21.23)
Adjustment of Ind AS 116	(12.44)	(4.73)	-	(17.17)
Expected credit loss	(22.04)	(6.91)	-	(28.95)
Provisions	(35.84)	(15.13)	-	(50.97)
Others (Disallowances u/s 43B(h)	(2.74)	(21.88)	-	(24.62)
	(89.88)	**(50.20)**	**(2.86)**	**(142.94)**
Net tax liabilities	**99.29**	**7.24**	**(2.86)**	**103.67**

NOTE-22 : REVENUE FROM OPERATIONS

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
(a) Revenue from sale of goods (Construction Materials)	100.68	137.24
(b) Construction contract revenue (Refer note 22.1 below)	12,349.24	12,685.06
(c) Other operating income (Refer note 22.2 below)	50.01	84.97
Total	**12,499.93**	**12,907.27**

NOTE-22.1 : CONSTRUCTION CONTRACT REVENUE COMPRISES:

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Construction revenue	12,349.24	12,685.06
Total	**12,349.24**	**12,685.06**

NOTE-22.2 : OTHER OPERATING INCOME COMPRISES:

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Sale of scrap	44.14	66.56
Others	5.87	18.41
Total	**50.01**	**84.97**

NOTE-23 : OTHER INCOME

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
(a) Interest income on financial assets at amortised cost (Refer note 23.1 below)	184.45	131.11
(b) Other non operating income (Refer note 23.2 below)	282.28	246.96
Total	**466.73**	**378.07**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-23.1 : INTEREST INCOME COMPRISES

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Interest on arbitration awards	112.39	117.36
Other Interest (includes interest on bank deposits,etc.)	72.06	13.75
Total	**184.45**	**131.11**

NOTE-23.2 : OTHER NON OPERATING INCOME COMPRISES

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Provision for doubtful debtors / advances no longer required written back	75.00	0.35
Creditors / Excess provision written back	47.99	16.68
Insurance claim received	4.66	9.65
Provision for projected loss on contract written back	42.44	2.01
Net gain on foreign currency transactions and translation	50.44	144.96
Miscellaneous income	61.75	73.31
Total	**282.28**	**246.96**

NOTE-24 : COST OF MATERIAL CONSUMED

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Cost of construction materials consumed (Including bought out Items)	3,214.00	3,833.24
Total	**3,214.00**	**3,833.24**

NOTE-24.1 : COST OF CONSTRUCTION

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Stores and spare consumed	819.26	807.98
Subcontracting expenses	2,340.88	2,388.49
Equipments hire / rent charges	667.89	645.33
Site installation	256.50	250.49
Technical consultancy	310.08	217.77
Power and fuel consumed	488.88	539.29
Freight and handling charges	345.07	287.56
Total	**5,228.56**	**5,136.91**

NOTE-25 : COST OF TRADED GOODS

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Construction materials	73.82	123.30
Total	**73.82**	**123.30**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-26 : EMPLOYEE BENEFITS EXPENSE

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Salaries, wages and bonus	1,160.82	1,096.02
Contributions to provident and other funds:		
Contribution to provident fund	38.24	37.24
Gratuity Expense	11.88	9.68
Leave encashment Expense	9.41	16.08
Other Post employment benefits	43.13	40.22
Staff welfare expenses	144.84	137.01
Total	**1,408.32**	**1,336.25**

NOTE-27 : FINANCE COSTS

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Interest On:		
Bank overdrafts and loans	262.50	239.55
Advance from clients	108.36	62.74
Lease liabilities	7.85	4.43
Others	81.98	109.21
	460.69	**415.93**
Other borrowing costs:		
Bank guarantee commission including bank charges	157.08	146.54
Others	10.22	14.33
Total	**627.99**	**576.80**

NOTE-28 : DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Depreciation on Property, plant and equipment	439.20	450.36
Amortisation on intangible assets	0.05	0.04
Depreciation on right-of-use assets	49.91	40.16
Depreciation and amortisation as per Statement of Profit and Loss	**489.16**	**490.56**

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-29 : OTHER EXPENSES

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Water and electricity	20.60	20.62
Rent/ Hire charges	79.15	73.64
Repairs and maintenance - Machinery	33.95	47.61
Repairs and maintenance - Others	35.65	32.12
Insurance charges	155.93	166.27
Rates and taxes	85.92	96.71
Communication	12.79	13.69
Travelling and conveyance	204.92	167.66
Security charges	99.14	97.23
Donations and contributions	1.16	1.01
Expenditure on corporate social responsibility (CSR) (Refer note 33)	2.84	0.17
Legal and professional charges	143.24	231.87
Payment to auditors (Refer note 29.1 below)	7.61	2.63
Advances written off	0.22	1.07
Bad / irrecoverable debtors / unbilled revenue written off	55.10	3.08
Less: Adjusted against provision for bad and doubtful debts	(18.52)	-
Expected credit loss on contract assets and trade receivables	75.21	27.47
Provision for foreseeable losses for onerous contracts	39.12	62.14
Loss on sale of Property, plant and equipment (net)	4.45	8.41
Miscellaneous expenses	77.03	69.94
Total	**1,115.51**	**1,123.34**

NOTE-29.1 : DETAILS OF PAYMENT TO AUDITORS

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Auditors remuneration comprises *		
(a) To Joint Statutory Auditors		
For statutory audit (including limited review and interim audits)	1.96	1.41
For taxation matters	0.08	0.10
For other services (RHP, GST, certification work)	5.53	1.09
Reimbursement of expenses	0.02	#
	7.59	**2.60**
(b) To cost auditors	0.02	0.03
	0.02	**0.03**
Total (a + b)	**7.61**	**2.63**

(* Including payments made to network firms)
(# Amount mentioned as # is below rounding off Norms adopted by the Company)

NOTE-30 : CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Crore)

Particulars			As at 31st March, 2025	As at 31st March, 2024
(i) Contingent liabilities				
(a)	Claims against the Company not acknowledged as debts (excluding claims where amounts are not ascertainable)			
	i)	Differences with sub-contractors / vendors in regard to rates and quantity of materials.	563.41	444.76
	ii)	Royalty Claims*	483.64	483.64
	iii)	Fine and restoration fees levied by Environmental Protection Agency, Government of Maldives for environmental damages	38.47	37.54
(b)	Claims against the joint operations not acknowledged as debts		149.35	148.14
(c)	Guarantees			
	Bank guarantees given on behalf of subsidiaries and counter guaranteed by the Company		4.71	23.06
(d)	Sales tax and entry tax			
	Represents demands raised by sales tax authorities in matters of: a) disallowance of labour and service charges, consumables etc. b) Tax on AS7 turnover c) Entry tax and, d) Interest and penalty etc. for which appeal is pending before various appellate authorities. The Company is confident that the cases will be successfully contested.		17.08	17.08
(e)	VAT			
	Represents partial disallowance by West Bengal VAT Authorities for FY 2016-17. In matters of disallowance of subcontractor charges, labour charges, PF contribution, architectural charges, cost of consumables, cost of establishment, etc. for which appeal is pending before higher appellate authority. The entity is confident that the case will be successfully contested.		0.46	0.46
(f)	Service tax			
	Represents demand confirmed by the CESTAT / Asst. commissioner of service tax for a) disallowance of cenvat credit, since abatement claimed by the Company, b) disallowance of general exemption of private transport terminals and c) taxability under "Commercial or Industrial Construction Service", etc. The Company has appealed / in the process of appeal against the said order with commissioner of service tax Mumbai, CESTAT / High court and is confident that the cases will be successfully contested. The Company has received the stay order for some case from the CESTAT. Amount disclosed does not include penalties in certain matters for which amount is unascertainable.		69.63	64.51
(g)	GST			
	Represents demand confirmed by GST Authorities for various dispute in relation to differential tax rate of GST for works contract, GST on turnover for adjustment of advance, on unbilled revenue, demand for goods confiscated, ITC not paid by the supplier, etc. and Interest and penalty for which appeal is pending before various GST authorities The Company is confident that the cases will be successfully contested.		67.48	98.57

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Particulars		As at 31st March, 2025	As at 31st March, 2024
(h)	Income tax		
	Demand raised by income tax department on account of disallowance of expenses and addition made in respect of receipt of income. The Company has obtained stay order from tax department. Company is confident that the case will be successfully contested before concerned appellate authorities.	7.80	43.49
	Note: In respect of items mentioned under paragraphs (a), (b), (d), (e), (f), (g) and (h) above, till the matters are finally decided, the financial effect cannot be ascertained and future cashflows in respect of above matters are determinable only on receipts of judgements / decisions pending at various forums / authorities.		
(ii) Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for		582.20	615.89
Other Commitments			
The Company has given financial support letter for continuing operation to subsidiary - Afcons Construction Mideast LLC.		-	-

Notes:

* The Company has received a demand and a show cause notice amounting to ₹ 239.00 Crore and ₹ 244.64 Crore respectively with respect to liability on account of royalty payable on Murrum used in one of the projects. Subsequent to the show cause notice, the Company has obtained a stay order on the same. Further, based on legal opinion, the Company expects that the claim is highly unlikely to materialise.

The Company has implemented the decision given in the Supreme Court Judgement in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated 20th March, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 w.e.f. 1st April, 2019. Basis the assessment of the management, which is supported by legal advice, the aforesaid matter is not likely to have significant impact in respect of earlier periods.

NOTE-31 : EMPLOYEE BENEFIT PLANS

The Group has recognised following amounts in the standalone statement of profit and loss:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Superannuation Fund	32.16	27.06
Provident Fund	38.24	37.24
Gratuity	11.88	9.68
Leave encashment expenses	9.41	16.08
Total	**91.69**	**90.06**

a. Defined contribution plan

(i) Provident fund

(ii) Superannuation fund

(iii) State defined contribution plans

The provident fund and the state defined contribution plan are operated by the regional provident fund commissioner and the superannuation fund is administered by the Life Insurance Corporation (LIC). Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The total expense recognised in statement of profit or loss of ₹ 70.40 Crore (for the year ended 31st March, 2024 ₹ 64.30 Crore) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

b. Defined benefit plans

(i) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 4 years and 240 days are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service without any ceiling limit as given under Payment of Gratuity Act, 1972.

Whereas on death of an employee the amount of gratuity payable is amount equivalent to one month salary, payable for each completed year of service or part thereof in excess of six months in terms of Gratuity scheme of the Company or as per payment of the Gratuity Act, whichever is higher.

The gratuity plan of the Company is funded and the Company accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year using Projected Unit Credit Method.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting year on government bonds.

Interest risk

A decrease in the bond interest rate will increase the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The risk relating to benefits to be paid to the dependants of plan members (widow and orphan benefits) is re-insured by an external insurance company.

No other post-retirement benefits are provided to these employees.

In respect of the plan, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at 31st March, 2025 by an actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

c. Details of defined benefit plan - Gratuity

The principle assumptions used for the purpose of actuarial valuation (considered for the Company)

(₹ in Crore)

Particulars	31st March, 2025	31st March, 2024
Expected Return on Plan Assets	6.71%	7.23%
Rate of Discounting	6.71%	7.23%
Rate of Salary Increase	8.00%	8.00%
Rate of Employee Turnover	For service 4 years and below 15.00% p.a. For service 5 years and above 8.00% p.a.	For service 4 years and below 8.00% p.a. For service 5 years and above 4.00% p.a.
Mortality Rate During Employment*	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

*Based on India's standard mortality table with modification to reflect expected changes in mortality.

The estimate of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(i) Components of defined benefit cost

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Service cost:		
Current service cost	9.95	8.26
Interest cost on benefit obligation (Net)	1.93	1.42
Total defined benefit expenses recognised in standalone statement of profit or loss	**11.88**	**9.68**
Actuarial Losses on Obligation For the Year	7.56	11.11
Return on Plan Assets, Excluding Interest Income	0.10	0.26
Total defined benefit expenses recognised in OCI	**7.66**	**11.37**
Total defined benefit expenses recognised in standalone statement of profit or loss and OCI	**19.54**	**21.05**

(ii) Net (liabilities) recognised in the Balance Sheet

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Present value of defined benefit obligation	(105.57)	(90.53)
Fair value of plan asset	69.02	63.85
Net liabilities recognised in the Balance Sheet	**(36.55)**	**(26.68)**

(iii) Movements in the present value of the defined benefit obligation are as follows.

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Opening defined benefit obligation	90.53	72.71
Current service cost	9.95	8.26
Interest cost	6.55	5.45
Remeasurement (gains)/losses:		
Actuarial losses arising from changes in financial assumptions	3.21	1.94
Actuarial losses arising from experience adjustments	7.69	9.17
Actuarial (gains) / losses on obligations - due to change in demographic assumptions	(3.34)	-
Benefits paid	(9.02)	(7.00)
Closing defined benefit obligation	**105.57**	**90.53**

(iv) Movements in the fair value of plan assets are as follows.

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Opening fair value of plan assets	63.85	53.84
Interest income	4.61	4.04
Remeasurement gain / (loss):		
Return on plan assets (excluding interest expense)	(0.10)	(0.26)
Contributions from the employer	9.68	13.23
Benefits paid	(9.02)	(7.00)
Closing fair value of plan assets	**69.02**	**63.85**

The Company pays premium of ₹ 9.68 Crore (Previous year ₹ 13.23 Crore) to the group gratuity scheme of LIC and the fund is managed by LIC

(v) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

1) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by ₹ 6.00 Crore (increase by ₹ 6.80 Crore) (as at 31st March, 2024: decrease by ₹ 6.82 Crore (increase by ₹ 7.92 Crore)).

2) If the expected salary growth increases (decreases) by 1%, the defined benefit obligation would increase by ₹ 6.65 Crore (decrease by ₹ 5.98 Crore) (as at 31st March, 2024: decrease by ₹ 7.78 Crore (increase by ₹ 6.83 Crore)).

3) If the employee turnover increases (decreases) by one year, the defined benefit obligation would decrease by ₹ 0.78 Crore (increase by ₹ 0.85 Crore) (as at 31st March, 2024: decrease by ₹ 0.67 Crore (increase by ₹ 0.73 Crore)).

(vi) Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the Projected Unit Credit Method at the end of the reporting year, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The average duration of the benefit obligation at 31st March, 2025 is 8 years (as at 31st March, 2024: 12 years).

The Company expects to make a contribution of ₹ 18.69 Crore (as at 31st March, 2024: ₹ 12.00 Crore) to the defined benefit plans during the next financial year.

(vii) Maturity profile of defined benefit obligation:

Projected benefits payable in future years from the date of reporting

(₹ in Crore)

Particulars	31st March, 2025	31st March, 2024
1st Following Year	14.72	8.20
2nd Following Year	9.68	6.56
3rd Following Year	11.16	7.83
4th Following Year	13.25	7.78
5th Following Year	10.20	9.88
Sum of Years 6 To 10	40.27	34.62
Sum of Years 11 and above	77.13	119.39

d. Compensated Absences

The liability for Compensated absences (non-funded) as at year end is ₹ 61.58 Crore (as at 31st March, 2024 ₹ 57.67 Crore) covers the Company's liability for sick and privilege leave and is presented as current liabilities, since the Company does not have an unconditional right to defer the settlement of any of these obligations.

The Company makes provision for compensated absences based on an actuarial valuation carried out at the end of the year using the Projected Unit Credit Method.

NOTE-32 : EARNINGS PER SHARE (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under :

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Basic earnings per share (₹)	15.94	12.97
Diluted earnings per share (₹)	15.94	12.98

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Profit for the year attributable to shareholders of the Company - earnings used in calculation of basic earnings per share	586.13	442.12
Dividends paid on convertible non-participating preference shares	(0.04)	(0.05)
Earnings used in the calculation of basic earnings per share	586.09	442.07
Earnings used in the calculation of basic earnings per share	**586.09**	**442.07**

The weighted average number of equity shares for the purpose of basic earnings per share is as follows:

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
	Number	Number
Weighted average number of shares used in calculation of basic earnings per share	**36,77,84,631**	**34,07,38,269**

Diluted earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of diluted earnings per share are as follows:

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Profit for the year attributable to shareholders of the Company - earnings used in calculation of basic earnings per share	586.13	442.12
Earnings used in the calculation of diluted earnings per share	586.13	442.12
Earnings used in the calculation of diluted earnings per share	**586.13**	**442.12**

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
	Number	Number
Weighted average number of shares used in calculation of diluted earnings per share	**36,77,84,631**	**34,07,38,269**

NOTE-33 : CORPORATE SOCIAL RESPONSIBILITY

Disclosure of Corporate Social Responsibility (CSSR) expenditure in line with the requirement with Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities".

As per Section 135 of the Companies Act 2013, a CSSR Committee has been formed by the Company, The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art, culture, healthcare, destitute care and rehabilitation and rural development projects.

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Gross amount required to be spent by the Company during the year:	4.37	1.66
(ii) CSR expenditure incurred during the year		
(a) Construction/acquisition of any asset	0.36	-
(b) On purposes other than (a) above	2.48	0.17
(iii) Related party transactions as per Ind AS 24 in relation to CSR expenditure	-	-
(iv) Nature of CSR activities:		
(a) Disaster Management, including relief, rehabilitation and reconstruction activities.	-	-
(b) Promoting education, art, culture	2.24	0.09
(c) Promoting health care including preventive health care,etc.	0.60	0.08

During FY 2024-25 the Company was required to spend ₹ 4.37 Crore toward CSR activities / projects. However, after adjusting the excess CSR spending of ₹ 0.63 Crore of the previous years, the CSR obligation of the Company for FY 2024-25 was ₹ 3.74 Crore. Accordingly, Company had incurred CSR expenditure of ₹ 2.84 Crore and the balance unspent CSR amount of ₹ 0.90 Crore transferred to unspent CSR account.

During the previous year, CSR amount required to be spent by the Company as per section 135 of The Companies Act, 2013 read with Schedule VII thereof during the year i.e. 2% of the last 3 years preceding net profits which comes to ₹ 1.66 Crore. However, same was eligible for set-off against the accumulated credit of excess voluntary CSR spending of ₹ 2.12 Crore in the preceding 3 financial years.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-34 : SEGMENT INFORMATION

(₹ in Crore)

Revenue from external customers	As at 31st March, 2025	As at 31st March, 2024
India	8,703.26	10,006.07
Other Countries	3,796.67	2,901.20
Total	**12,499.93**	**12,907.27**

(₹ in Crore)

Segment Profit before tax (before exceptional items)	As at 31st March, 2025	As at 31st March, 2024
India	368.34	895.09
Other Countries	703.46	9.40
	1,071.80	**904.49**
Add: Unallocated income	-	-
Less: Unallocated expenses	262.50	239.55
Profit before tax	**809.30**	**664.94**

(₹ in Crore)

Segment Assets	As at 31st March, 2025	As at 31st March, 2024
India	12,596.17	11,849.31
Other Countries	4,046.98	3,696.07
	16,643.15	**15,545.38**
Unallocated		
Investments	19.98	12.18
Non-current tax assets	12.22	53.64
Total assets as per balance sheet	**16,675.35**	**15,611.20**
Non-current assets		
India	2,750.10	2,268.98
Other Countries	128.58	109.22
Total non-current assets	**2,878.68**	**2,378.20**

(₹ in Crore)

Segment Liabilities	As at 31st March, 2025	As at 31st March, 2024
India	7,360.71	7,072.09
Other Countries	2,109.79	2,806.40
	9,470.50	**9,878.49**
Unallocated		
Current Borrowings	1,655.75	1,872.17
Non-current Borrowings	595.24	597.69
Deferred Tax Liability	64.96	103.67
Current Tax Liability	62.15	83.89
Total liabilities as per balance sheet	**11,848.60**	**12,535.91**
Non-current liabilities		
India	2,609.63	1,633.29
Other Countries	252.58	419.99
Total non-current liabilities	**2,862.21**	**2,053.28**

Information about major customers:

During the year ended 31st March, 2025, revenue of ₹ 1,293.36 Crore arising from a customer in Liberia (Viz. Arcelor Mittal Liberia Limited) contributes to more than 10% of the Company's revenue. (As at 31st March, 2024, no customer, individually, contributed 10% or more to the Company's revenue).

NOTE-35 : RELATED PARTY DISCLOSURES

(a) Details of related parties:	Nature of Relationship
Shapoorji Pallonji and Company Private Limited (SPCPL)	Parent Company till 12th January, 2024. Entity having significant influence from13th January, 2024
Goswami Infratech Private Limited	Holding Company from 13th January, 2024 till 3rd November, 2024 Entity having significant influence w.e.f. 4th November, 2024
Hazarat & Company Private Limited	Subsidiaries of the Company
Afcons Corrosion Protection Private Limited	
Afcons Hydrocarbons Engineering Private Limited	
Afcons Construction Mideast LLC	
Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL	
Afcons Gulf International Project Services FZE	
Afcons Mauritius Infrastructure Ltd (AMIL)	
Afcons Overseas Singapore Pte Ltd.	
Afcons Infra Projects Kazakhstan LLP	
Afcons Overseas Project Gabon SARL	
Afcons Oil & Gas Services Private Limited	
Afcons Contracting Company (w.e.f. 1st August, 2024)	
Floreat Investments Private Limited	Susbsidiaries of entity having significant influence over the Company w.e.f. 13th January, 2024 (Where there are transactions)
ESP Port Solutions Private Limited	
Sterling & Wilson Private Limited	
Shapoorji Pallonji Infrastructure Capital Company Private Limited	
Shapoorji Pallonji Pandoh Takoli Highway Private Limited	
Simar Port Private Limited	
SP Port Maintenance Private Limited	
SP Oil and Gas Malaysia SDN BHD	
SP Engineering Service Pte Ltd.	
Forvol International Services Limited	
Shapoorji Pallonji Energy Private Limited (Formerly known as "Shapoorji Pallonji Oil and Gas Private Limited") ("SPEPL")	
Shapoorji Pallonji Finance Private Limited	
Afcons - SPCPL Joint Venture	
Sharus Steel Products Private Limited	
Shapoorji & Pallonji Qatar, WLL	
Renaissance Commerce Private Limited	Fellow Subsidiary(s) from 13th January, 2024 till 3rd November, 2024 Subsidiaries of entity having significant influence over the Company w.e.f. 4th November, 2024 (Where there are transactions)
Hermes Commerce Private Limited	

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(a) Details of related parties:	Nature of Relationship
Transtonnelstroy Afcons Joint Venture	Joint Operations
Dahej Standby Jetty Project undertaking	
Afcons Gunanusa Joint Venture	
Afcons Pauling Joint Venture	
Strabag AG Afcons Joint Venture	
Ircon Afcons Joint Venture (wound up on 30th September, 2024)	
Afcons Sener LNG Construction Projects Pvt.Ltd.	
Afcons Sibmost Joint Venture	
Afcons Vijeta PES Joint Venture	
Afcons SMC Joint Venture	
Afcons Vijeta Joint Venture	
Afcons JAL Joint Venture	
Afcons KPTL Joint Venture	
Afcons Infrastructure Limited & Vijeta Projects And Infrastructures Ltd. JV	
Afcons Vijeta JV	
Afcons Hindustan Joint Venture	
Vigil Juris	Entity controlled / Jointly controlled by members of the key management personnel till 25th March 2024
Mr. Shapoorji P. Mistry – Chairman	Key Management Personnel
Mr. K. Subramanian – Executive Vice Chairman	
Mr. S. Paramasivan – Managing Director	
Mr. Giridhar Rajagopalan - Deputy Managing Director	
Mr. Pallon S.Mistry - Non-Executive Director (Upto 12th March 2024)	
Mr. Umesh N.Khanna - Non-Executive Director	
Ms. Roshen M.Nentin - Non-Executive Director (Upto 12th March 2024)	
Mr. Pradip N. Kapadia - Independent Director (Upto 25th March 2024)	
Mr. David P. Rasquinha - Independent Director (Upto 24th March 2024)	
Mr. Sitaram Janardan Kunte - Independent Director (w.e.f. 12th March 2024)	
Mr. Cherag S. Balsara - Independent Director (w.e.f. 24th March 2024)	
Mr. Atul Sobti - Independent Director (w.e.f. 24th March 2024)	
Ms. Rukhshana Jina Mistry - Independent Director (w.e.f. 12th March 2024)	
Mr. Anurag Kumar Sachan - Independent Director (w.e.f. 12th March 2024)	

(b) Details of transactions with related party

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Managerial Remuneration paid																	
a) Short Term Employee Benefit																	
S.Paramasivan												8.24	4.96			**8.24**	**4.96**
K.Subramanian												9.49	5.44			**9.49**	**5.44**
Giridhar Rajagopalan												5.23	3.02			**5.23**	**3.02**
b) Post Employment Benefits																	
S.Paramasivan												0.97	0.85			**0.97**	**0.85**
K.Subramanian												1.06	0.93			**1.06**	**0.93**
Giridhar Rajagopalan												0.32	0.28			**0.32**	**0.28**
c) Other Long Term Benefits																	
S.Paramasivan												0.44	0.40			**0.44**	**0.40**
K.Subramanian												0.50	0.46			**0.50**	**0.46**
Giridhar Rajagopalan												0.20	0.18			**0.20**	**0.18**
Sitting Fees paid																	
Shapoorji P. Mistry												0.04	0.07			**0.04**	**0.07**
Pallon S.Mistry												-	0.06			**-**	**0.06**
Umesh N.Khanna												0.23	0.21			**0.23**	**0.21**
Roshen M.Nentin												-	0.06			**-**	**0.06**
Pradip N.Kapadia												-	0.25			**-**	**0.25**
David P. Rasquinha												-	0.17			**-**	**0.17**
Sitaram Janardan Kunte												0.23	0.04			**0.23**	**0.04**
Cherag S.Balsara												0.09	0.01			**0.09**	**0.01**
Atul Sobti												0.11	0.01			**0.11**	**0.01**
Rukhshana Jina Mistry												0.20	0.03			**0.20**	**0.03**
Anurag Kumar Sachan												0.14	0.04			**0.14**	**0.04**

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Dividend on Preference Shares																	
Floreat Investments Private Limited								0.01								-	0.01
Shapoorji Pallonji & Company Private Limited			0.01													-	0.01
Dividend on Equity Shares																	
Shapoorji Pallonji & Company Private Limited	-	12.52	19.64													12.52	19.64
Goswami Infratech Private Limited	13.30															13.30	-
Floreat Investments Private Limited							4.04	5.21								4.04	5.21
Hermes Commerce Private Limited							1.01									1.01	-
Renaissance Commerce Private Limited.							1.01									1.01	-
K.Subramanian												0.02	0.02			0.02	0.02
S.Paramasivan												0.02	0.01			0.02	0.01
Giridhar Rajagopalan												0.01	0.00			0.01	0.00
Investment																	
Afcons Overseas Singapore Pte Limited.					5.73											5.73	-
Afcons Contracting Company					2.06											2.06	-
Interest Income																	
Afcons Sener LNG Construction Projects Private Limited										0.21	0.44					0.21	0.44
Afcons Construction Mideast LLC					0.16											0.16	-
Shapoorji Pallonji & Company Private Limited		7.78														7.78	-
SP Port Maintenance Private Limited							5.46									5.46	-
Shapoorji Pallonji Infrastructure Capital Company Private Limited							2.74									2.74	-
Afcons Contracting Company					0.00											0.00	-
Income from Services charges																	
Afcons Overseas Singapore Pte Limited.						0.01										-	0.01
Afcons Construction Mideast LLC					1.18	2.94										1.18	2.94
Other Income																	
Afcons Construction Mideast LLC					1.14	8.70										1.14	8.70
Transtonnelstroy-Afcons Joint Venture										0.04	0.06					0.04	0.06

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Strabag-AG Afcons Joint Venture										0.29	0.51					**0.29**	**0.51**
Shapoorji Pallonji & Company Private Limited		0.62														**0.62**	**-**
Sterling & Wilson Private Limited								0.01								**-**	**0.01**
Afcons - KPTL Joint Venture											0.22					**-**	**0.22**
Afcons - SPCPL Joint Venture										4.00						**4.00**	**-**
Subcontract Income																	
Transtonnelstroy-Afcons Joint Venture										0.09	0.03					**0.09**	**0.03**
Shapoorji Pallonji Pandoh Takoli Highway Private Limited							75.16	165.97	196.29							**75.16**	**362.26**
Shapoorji Pallonji Infrastructure Capital Company Private Limited							68.34	34.64	110.08							**68.34**	**144.72**
Simar Port Private Limited							4.48	13.11	22.12							**4.48**	**35.23**
Income from Equipment Hire																	
Afcons Construction Mideast LLC					4.30	10.48										**4.30**	**10.48**
Simar Port Private Limited							0.03	2.14	0.03							**0.03**	**2.17**
Distribution of Profit / (Loss) from Joint Ventures																	
Ircon-Afcons Joint Venture										0.87						**0.87**	**-**
Sale of Spares/Materials/Assets																	
Transtonnelstroy-Afcons Joint Venture										0.00	0.04					**0.00**	**0.04**
Afcons Construction Mideast LLC					0.65	20.42										**0.65**	**20.42**
Afcons Overseas Singapore Pte Limited.					-	0.01										**-**	**0.01**
Afcons - KPTL Joint Venture										0.03	0.04					**0.03**	**0.04**
Advance Given																	
Afcons Construction Mideast LLC					20.35	21.46										**20.35**	**21.46**
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.					0.43	0.32										**0.43**	**0.32**
Transtonnelstroy-Afcons Joint Venture										0.36	0.57					**0.36**	**0.57**
Strabag-AG Afcons Joint Venture											1.80					**-**	**1.80**

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Afcons Overseas Singapore Pte Limited.					1.59	1.34										**1.59**	**1.34**
Hazarat & Company Private Limited					0.02	0.02										**0.02**	**0.02**
Afcons Saudi Constructions LLC						0.03										**-**	**0.03**
Afcons Sener LNG Construction Projects Private Limited										1.01	0.64					**1.01**	**0.64**
Afcons - KPTL Joint Venture										2.24	5.32					**2.24**	**5.32**
Afcons Oil & Gas Services Private Limited					0.01	0.01										**0.01**	**0.01**
Afcons Hydrocarbons Engineering Private Limited					0.01	0.01										**0.01**	**0.01**
Afcons Contracting Company					2.58	-										**2.58**	**-**
Advance Received back																	
Afcons Construction Mideast LLC					(2.92)	(21.52)										**(2.92)**	**(21.52)**
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.					(0.02)	(0.39)										**(0.02)**	**(0.39)**
Transtonnelstroy-Afcons Joint Venture										(0.37)	(0.67)					**(0.37)**	**(0.67)**
Afcons Hydrocarbons Engineering Private Limited					(0.01)	(0.01)										**(0.01)**	**(0.01)**
Afcons Overseas Singapore Pte Limited.					(1.06)	(0.91)										**(1.06)**	**(0.91)**
Hazarat & Company Private Limited					(0.02)	(0.02)										**(0.02)**	**(0.02)**
Afcons Saudi Constructions LLC						(0.98)										**-**	**(0.98)**
Afcons Sener LNG Construction Projects Private Limited										(4.07)	(0.17)					**(4.07)**	**(0.17)**
Afcons - KPTL Joint Venture										(4.62)	(2.21)					**(4.62)**	**(2.21)**
Shapoorji Pallonji & Company Private Limited		(165.13)	(2.24)													**(165.13)**	**(2.24)**
Strabag-AG Afcons Joint Venture										(1.80)						**(1.80)**	**-**
Acceptances Repaid																	
Shapoorji Pallonji Finance Private Limited							50.00	25.00								**50.00**	**25.00**
Acceptances Availed																	
Shapoorji Pallonji Finance Private Limited							(25.00)	(50.00)								**(25.00)**	**(50.00)**

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Service Charges paid																	
SP Oil and Gas Malaysia SDN BHD							0.01	10.58	10.21							**0.01**	**20.79**
Interest Expenses																	
Shapoorji Pallonji Finance Private Limited							2.98	2.22								**2.98**	**2.22**
Rent Expense																	
Hazarat & Company Private Limited					0.02	0.02										**0.02**	**0.02**
Sharus Steel Products Private Limited							1.21	0.20	0.30							**1.21**	**0.50**
Legal & Professional Fees																	
Shapoorji Pallonji & Company Private Limited (Consultancy Services)		0.05	0.07	0.01												**0.05**	**0.08**
Vigil Juris														-	0.04	**-**	**0.04**
Shapoorji Pallonji Finance Private Limited								0.25								**-**	**0.25**
Shapoorji Pallonji Energy Private Limited								0.08								**-**	**0.08**
Subcontract Expenses																	
Shapoorji Pallonji Qatar WLL									89.50							**-**	**89.50**
Sterling & Wilson Private Limited							29.13									**29.13**	**-**
Travelling Expenses																	
Forvol International Service Limited							21.85	15.50	4.69							**21.85**	**20.19**
Equipment Hire Charges Paid																	
Afcons Overseas Singapore Pte Limited.					4.57	4.47										**4.57**	**4.47**
Purchase of Spares/Materials/Assets																	
Afcons Overseas Project Gabon SARL						2.82										**-**	**2.82**
Afcons Overseas Singapore Pte Limited.					2.62	39.05										**2.62**	**39.05**
Transtonnelstroy-Afcons Joint Venture										0.01	0.02					**0.01**	**0.02**
Afcons Construction Mideast LLC					4.18	4.20										**4.18**	**4.20**
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.						0.94										**-**	**0.94**
Afcons - KPTL Joint Venture											0.28					**-**	**0.28**

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
SBLC Given for / (Released)																	
Afcons Overseas Singapore Pte Limited.					(0.71)											**(0.71)**	**-**
Details of Related Party Outstanding Balances as on 31st March 2025																	
Outstanding amount of guarantee given/ (taken)																	
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.					4.71	4.58										**4.71**	**4.58**
Afcons Construction Mideast LLC						17.64										**-**	**17.64**
Afcons Overseas Singapore Pte Limited.						0.83										**-**	**0.83**
Outstanding Amount of Acceptances																	
Shapoorji Pallonji Finance Private Limited								(25.00)								**-**	**(25.00)**
Outstanding Amount Loans & Advances Dr/ (Cr)																	
Shapoorji Pallonji & Company Private Limited		104.41		269.55												**104.41**	**269.55**
Afcons Construction Mideast LLC					17.43											**17.43**	**-**
Strabag-AG Afcons Joint Venture											1.80					**-**	**1.80**
Transtonnelstroy-Afcons Joint Venture										4.80	4.81					**4.80**	**4.81**
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.					(14.84)	(14.85)										**(14.84)**	**(14.85)**
Afcons Sener LNG Construction Projects Private Limited										0.58	3.64					**0.58**	**3.64**
Afcons Overseas Project Gabon SARL					(6.39)	(6.22)										**(6.39)**	**(6.22)**
Afcons Overseas Singapore Pte Limited.					(8.88)	(8.63)										**(8.88)**	**(8.63)**
Afcons - KPTL Joint Venture										5.97	8.99					**5.97**	**8.99**
Afcons Oil & Gas Services Private Limited					0.04	0.03										**0.04**	**0.03**
Sharus Steel Products Private Limited							0.30	0.30								**0.30**	**0.30**
Afcons Contracting Company					2.58	-										**2.58**	**-**

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Outstanding Amount - Debtors																	
Afcons Construction Mideast LLC					19.36	10.90										**19.36**	**10.90**
Transtonnelstroy-Afcons Joint Venture										4.01	3.96					**4.01**	**3.96**
Shapoorji Pallonji & Company Private Limited		8.77		0.26												**8.77**	**0.26**
Afcons Overseas Singapore Pte Limited.					7.34	6.63										**7.34**	**6.63**
Afcons Overseas Project Gabon SARL					5.76	5.76										**5.76**	**5.76**
Strabag-AG Afcons Joint Venture										2.42	2.13					**2.42**	**2.13**
Afcons - KPTL Joint Venture										0.29	0.26					**0.29**	**0.26**
Shapoorji Pallonji Infrastructure Capital Company Private Limited							251.02		205.07							**251.02**	**205.07**
Shapoorji Pallonji Pandoh Takoli Highway Private Limited							169.12		324.36							**169.12**	**324.36**
Shapoorji Pallonji Qatar WLL									9.71							**-**	**9.71**
Simar Port Private Limited							0.20		2.39							**0.20**	**2.39**
ESP Port Solutions Private Limited									10.09							**-**	**10.09**
Sterling & Wilson Private Limited							0.02		0.02							**0.02**	**0.02**
SP Port Maintenance Private Limited #							50.45									**50.45**	**-**
Outstanding Amount - Creditors																	
Forvol International Service Limited							1.43		1.20							**1.43**	**1.20**
Shapoorji Pallonji Infrastructure Capital Company Private Limited							46.11		52.29							**46.11**	**52.29**
Shapoorji Pallonji Pandoh Takoli Highway Private Limited							0.97		2.55							**0.97**	**2.55**
Shapoorji Pallonji Qatar WLL							(10.40)		-							**(10.40)**	**-**
Simar Port Private Limited							1.33		2.66							**1.33**	**2.66**
SP Oil and Gas Malaysia SDN BHD							(0.00)		1.21							**(0.00)**	**1.21**
Shapoorji Pallonji & Company Private Limited		0.04		63.86												**0.04**	**63.86**

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries		Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr- Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Sharus Steel Products Private Limited							0.33		0.09							**0.33**	**0.09**
Afcons Infrastructures Kuwait for Building,Road & Marine Contracting WLL.					4.26	4.15										**4.26**	**4.15**
Afcons Construction Mideast LLC					4.91	4.81										**4.91**	**4.81**
Afcons Overseas Project Gabon SARL					17.56	17.29										**17.56**	**17.29**
Afcons Overseas Singapore Pte Limited.					77.90	69.14										**77.90**	**69.14**
Transtonnelstroy-Afcons Joint Venture										(0.00)	(0.00)					**(0.00)**	**(0.00)**
Strabag-AG Afcons Joint Venture										1.05	1.05					**1.05**	**1.05**
Afcons - KPTL Joint Venture										0.03						**0.03**	**-**
Vigil Juris														-	0.00	**-**	**0.00**
Sterling & Wilson Private Limited							1.75									**1.75**	**-**

All outstanding balances are unsecured and are repayable as per terms of credit and settlement occurs in cash.

All related party transactions entered during the year were in ordinary course of business and on arms length basis.

As the liabilities for defined plans and leave entitlements are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

As of 31st March, 2025 the Company has an outstanding receivables amounting to ₹ 50.45 Crore (includiing Interest) from Gopalpur trust limited (GPL) & ESP Port solutions Private Limited (ESP) collectively under the EPC contract for the Gopalpur Port Project. During the year, GPL & ESP has assigned total receivable amounting to ₹ 50.45 Crore to SP Port Maintenance Private Ltd. vide settlement agreement dated 02nd July, 2024 between GPL and ESP.

NOTE-36 : AFCONS GUNANUSA JOINT VENTURE (AGJV)

AGJV had submitted claims to ONGC, arising on account of cost overruns due to change orders, in terms of the provisions of the contract. The Joint venture has invoked arbitration in respect of the aforesaid change orders. Claims against change orders and counter claims by ONGC aggregating to approx. ₹ 400.00 Crore is currently being discussed in arbitration and cross examination of Claimant's witness is being carried out in arbitration.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims and counter claims, carried out by Joint Venture's management, after considering the current facts and status of proceedings in arbitration as of date, which is supported by legal opinion, management of joint venture is of the view that the "amount due from customer under construction contract" of ₹ 124.05 Crore as on 31st March, 2025 (as at 31st March, 2024: ₹ 124.05 Crore) is appropriate and no provision is required to be made as these have been considered as good and fully recoverable by the Management. However, considering that the arbitration proceedings are ongoing, the duration and outcome is uncertain.

NOTE-37 : TRANSTONNELSTROY AFCONS JOINT VENTURE (TAJV)

The Transtonnelstroy Afcons Joint Venture ("the JV") had submitted variations to the client for two projects (package UAA-01 and package UAA-05) arising on account of cost overruns, due to unforeseen geological conditions, delays in handing over of land and change in scope of work etc., in terms of the provisions of the contract with the Chennai Metro Rail Limited ("the client"), which the Management believes is attributable to the client.

During FY 2021-22, Arbitration Panel issued a unanimous award in favour of Joint Venture granting extension of time in terms of number of days (the "claim no. 1 and 2"). The Arbitral Awards on Extension of Time matters (Claim No. 1 and 2) of Contract UAA-01 and UAA-05 were challenged by CMRL before the Ld. Single Judge of Madras High Court and succeeded. The order of the Ld. Single Judge was then challenged by TTA JV before the Hon'ble Division Bench and the same was dismissed vide order dated 1st February, 2023. The said order of the Hon'ble Division Bench has been challenged before the Hon'ble Supreme Court by TTA JV. The Hon'ble Supreme Court was pleased to admit the SLP filed by TTA JV and the same is registered as Civil Appeal. An early hearing application is filed by TTAJV to list the matters early. However, the Hon'ble Supreme Court did not allow the said application.

Based on the assessment made, both the orders were not challenged by CMRL on the Merits of the Arbitral Award but on the alleged procedural lapses on part of the Tribunal (i.e., no opportunity provided to CMRL on account of two particular documents sought by the Tribunal from TTA JV). Further, the Ld. Single Judge in its Order has also granted liberty to the Parties to go back to the existing Tribunal to get opportunity on the two documents. Also, the Hon'ble Division bench after hearing prima facie case has sought consent of parties on remanding the matter to the same Tribunal. However, since CMRL did not agree for consenting to the same and also the Hon'ble bench does not have special power to direct the parties to go before the same Tribunal, the Hon'ble bench proceeded to hear the matter and pronounced the order.

Arbitration proceedings related to claims for cost of extension of time granted in claim no. 1 and 2 and related cost i.e. Claim No. 3 and 3A along with EOT claimed beyond Arbitration Award and associated cost, forming part of Claim No 8 have been kept on hold and shall be initiated based on outcome Civil Appeal of the SLP filed with Hon'ble Supreme Court. Disputes related to release of withheld amount, release of retained amount, refund of amount encashed against Bank Guarantees amounting to ₹ 25.77 Crore (as at 31st March, 2024: ₹ 25.77 Crore) and issuance of final taking over certificate (the "claim no. 8") were being heard before arbitration tribunal. Further, there are counter claims submitted by CMRL amounting ₹ 1,945.81 Crore. The counterclaims lodged by CMRL arose due to the alleged defective works in the tunnelling i .e. excessive steps and lips in the Tunnel Rings. The Counter claims are mainly towards the contingencies that CMRL may have to incur in future in the form of Rectification works, Loss of revenue and additional maintenance costs during the intended design life due to the said alleged defects in the tunnelling works. On 2nd August, 2024 and 16th August, 2024 Arbitral Tribunal has passed unanimous award pertaining to the Project i.e. UAA 01 and UAA 05 respectively where Claim no. 8 – counter claim of CMRL pertaining to package UAA 01 and UAA 05 to the tune of ₹ 1,945.81 Crore. was rejected and also confirmed the effective date for issuance of Taking over certificate and issuance of Performance certificate by CMRL.

In the earlier years, Joint Venture had received two favourable arbitration awards, amounting ₹ 106.64 Crore and ₹ 14.67 Crore in few of the other matters. The Client has challenged these arbitration awards before the Hon'ble High Court, Madras. Pending disposal of these matters in the court, client has, upon submission of the bank guarantee by the Joint Venture, deposited part of the award amount with the Joint Venture, pursuant to an interim stay order from Hon'ble High Court, Madras. The arbitration awards amounting to ₹ 120.81 Crore (as at 31st March, 2024: ₹ 120.81 Crore) and interest on arbitration award of ₹ 30.63 Crore (as at 31st March, 2024: ₹ 30.63 Crore) has been recognised as "Non-current Trade Receivables", "Other non-current financial assets - Interest on Trade Receivables as per Arbitration Awards" respectively, and the amount of ₹ 79.28 Crore (as at 31st March, 2024: ₹ 79.28 Crore) received against such award has been recognised as "Other Non-current Liabilities -Contract Liabilities- Advances from customers". During the current year single bench of High court has passed judgment on 21st June, 2024 and 31st January, 2025, setting aside the Arbitration Award of ₹ 106.64 Crore and ₹ 14.67 Crore respectively. TTA JV made an appeal to Division Bench High Court against the Order which is listed and posted for final hearing on 06th June 2025.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims and counter claims , carried out by Joint Venture's management, after considering the current facts and status of negotiation/amicable settlement with the client/ proceedings in arbitration, High Court and Supreme Court as of date, which is supported by legal opinion, management of Joint Venture is of the view that the "amount due from customer under construction contracts" recorded in the books of accounts is based on cost actually incurred and so claimed but not duly compensated. Management of joint venture is confident of getting favourable order/ award and is of the opinion that amount of ₹ 659.87 Crore (as at 31st March, 2024: ₹ 659.87 Crore) recognised towards such variations/ claims in 'Amounts due from customers under construction contracts' as non-current assets, an amount of ₹ 120.81 Crore (as at 31st March, 2024: ₹ 120.81 Crore) towards the arbitration award recognised as 'Non-current Trade Receivables', an amount of ₹ 30.63 Crore (as at 31st March, 2024: ₹ 30.63 Crore) interest on arbitration award as "Other non-current financial assets - Interest on Trade Receivables as per Arbitration Awards" and an amount of ₹ 25.77 Crore (as at 31st March, 2024: ₹ 25.77 Crore) bank guarantee encashed by client as "Other financial assets- non-current: Other Receivables", is appropriate and the same is considered as good and fully recoverable. Joint Venture management does not anticipate any loss to be recognised or contingent liability to be disclosed at this stage. However, considering that the negotiation, proceedings in arbitration, High Court and Supreme Court are ongoing, the duration and outcome is uncertain.

NOTE-38 : DAHEJ STANDBY JETTY PROJECT UNDERTAKING (DJPU)

Management of Dahej Standby Jetty Project Undertaking ("DJPU") has submitted variations towards the amount of claims in terms of the provisions of the contract, which were not approved by the Petronet LNG Limited ("the client"). During FY 2018-19, management has invoked arbitration for settlement of their claims against the client.

During the earlier year, an unfavourable award was granted in Arbitration, towards claims of liquidated damages for delay in completion of works by Joint Venture for ₹ 79.28 Crore (including interest of ₹ 20.45 Crore). Client has subsequently encashed the bank guarantees given by a Joint Venturer Partner, Afcons Infrastructure Limited of ₹ 79.28 Crore and recovered the award amount. The amount of encashed Bank Guarantee has been recorded by the Joint Venture as Other Receivables from customer (Other non-current assets) and Payable to JV Partner (non-current borrowings). Thereafter, the Joint Venture has filed petition at Hon'ble High Court, Delhi for setting aside the unfavourable award and also submitted claims for additional cost incurred w.r.t extended stay and acceleration cost, considering that the delay is attributable to the client and in terms of the contractual provisions. This petition is admitted by Hon'ble High Court, Delhi and hearings is currently in process. The Hon'ble High Court Delhi on 22nd November 2022 directed client to submit an undertaking signed by President (Finance) of client, to the effect that it shall restitute the entire amount in the event Joint Venture succeeds in its challenge to the award. The next hearing is scheduled on 22nd July, 2025.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims, carried out by Joint Venture's management, after considering the current facts and status of proceedings in High Court as of date, which is supported by legal opinion, management of Joint Venture is of the view that the amount recoverable from the client of ₹ 79.28 Crore (as at 31st March, 2024 : ₹ 79.28 Crore) disclosed as 'Other Receivables' and the 'amount due from customer under construction contract' of ₹ 11.10 Crore (as at 31st March, 2024: ₹ 11.10 Crore) is appropriate and no further provision for aforesaid claims and receivables is required to be made as these have been considered as good and fully recoverable by the Management. However, considering that the proceedings in High Court are ongoing, the duration and outcome is uncertain.

NOTE-39

(a) The Company has been legally advised that outstanding interest free advances aggregating to ₹ 894.68 Crore (as at 31st March, 2024 ₹ 858.14 Crore) before elimination made towards financing the unincorporated joint operations do not come under the purview of Section 186 of Companies Act, 2013 as the Company is in the business of constructing and developing infrastructure facilities.

(b) In view of non-applicability of section 186 of the Companies Act, 2013, the details of particulars required to be made thereunder in the financial statements are not applicable in relation to loan made, guarantee given or security provided. For investments made refer to Note no. 4.

NOTE-40 : CHENAB BRIDGE PROJECT UNDERTAKING ("CBPU")

The Konkan Railway Corporation Limited (KRCL) issued a contract for the construction of a Steel Arch Bridge across the Chenab River on 24th August, 2004. The project has faced various delays due to revisions in the design basis note (DBN), changes to the arch span, and delays in finalising slope stabilisation and various specifications related to works. These changes were primarily initiated by KRCL, which the management believes are the root causes of the delays and additional expenses incurred by the Company.

As a result of these delays and changes, the Company has raised claims for the period upto June 2013, in arbitration proceedings, seeking reimbursement for additional expenses incurred, including loss of productivity, extended stay costs, categorisation of excavation works, change in alignment of the project. However, the majority of these claims were dismissed unfavourably by the Special Arbitral Tribunal. These unfavourable awards are currently under challenge in the Hon'ble Bombay High Court.

Claims beyond July 2013 are currently being adjudicated by a Standing Arbitral Tribunal mutually appointed by both parties (the Company and KRCL). The costs arising from the extended duration of the project caused by the delays attributable to KRCL, which is one of the key claims under adjudication. Further, a key claim involves increased quantities of structural steel due to changes in the design. In the process of negotiation with KRCL, a committee was appointed by KRCL through the Railway Board has submitted recommendations that favour the Company. However, KRCL has declined to implement these recommendations, and as a result, this matter has been referred to the Standing Arbitral Tribunal for further adjudication.

As of 31st March 2025, the Company has recorded an amount of ₹ 192.92 Crore (as at 31st March, 2024, ₹192.92 Crore) as "Amount due from customer under construction contract" in its books. This includes ₹ 115.00 Crore related to the increase in steel quantities due to design changes. This amount reflects costs that have been incurred by the Company but have not been compensated by KRCL. This amount is claimed by the Company based on costs actually incurred, and despite the ongoing arbitration and legal proceedings, the Company is confident of recovering the full amount.

The Company's management is optimistic about obtaining a favourable judgment in the ongoing arbitration proceedings, as well as the appeal in the Bombay High Court. This optimism is based on the historical experience in similar contract disputes, legal opinion indicating a likely favourable outcome and the technical evaluation of the claims, which suggests that the claims are reasonable and likely to be upheld.

However, given that the arbitration and High Court proceedings are still ongoing, the duration and outcome remain uncertain. Therefore, the ultimate realisation of the amount due from KRCL is subject to consequences associated with the arbitration and legal processes.

NOTE-41

The Company had executed project awarded by the Board of Trustees of the port of Mumbai (MbPT) for Modernisation of the existing Marine Oil Terminal and berths/jetties J1, J2 and J3 at the Multi-cargo Marine Oil Terminal of Jawahar Dweep based in Mumbai Harbour. The project had completed in June 2003.

The Company had gone into arbitration with MbPT for compensation for extended stay related to projects and was successful in getting an award of ₹ 96.02 Crore including interest till the date of award, in its favour on November 2011. However, the Award was challenged by MbPT u/s 34 of Arbitration and Conciliation Act, 1996 to the Single Bench of Bombay High Court. The Single Bench had set aside the award and passed the order in favour of MbPT. The Company filed an appeal with the High Court of Mumbai for a two bench Judge as against order of Single Bench. The appeal was admitted by the High Court for a hearing by a two bench Judge in the month of April 2018. Considering the legal opinion obtained and facts of the matter, the Company is confident of winning the case and recovering the entire amount from MbPT in future.

Notes Forming Part of the Standalone Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-42

The Company had executed projects awarded by Uttar Pradesh Expressways Industrial Development Authority for Construction of Six-lane green field Kannauj to Unnao Expressway (package IV) and Firozabad to Etavah (package II). During the execution of these projects the client issued various change orders which required additional deployment of resources. The expressway was inaugurated and put to use in December 2016. These projects were completed 13 months ahead of schedule.

Due to the various change orders, the Company has raised various claims towards additional expenses on account of change of scope, additional works, royalty claim etc. An amount of ₹ 221.96 Crore (as at 31st March, 2024 ₹ 211.29 Crore) is outstanding towards unbilled receivables and disclosed under note no.8 "Contract assets". The matter is referred to Arbitration. Considering the legal opinion obtained and facts of the matter, the Company is confident of winning the case and recovering the entire amount from Uttar Pradesh Expressways Industrial Development Authority.

NOTE-43

(a) The Company has unbilled receivables towards various ongoing and completed projects disclosed under Note no. 8 'Contract assets'. This unbilled work also includes variations on account of cost overruns due to unforeseen geological conditions, delays in handling over land, change in scope of work, etc. which are under discussions at various levels including customer, in arbitration, Dispute Adjudication Board etc. Based on the discussions and merits of the claims, the management is confident about the recovery of these pending variations with respect to unbilled receivables disclosed under note no.8 "Contract assets".

(b) The Company has a total net receivable of ₹ 1,163.45 Crore (as at 31st March, 2024 : ₹ 1,455.03 Crore) (including interest on arbitration awards ₹ 303.41 Crore (as at 31st March, 2024 : ₹ 389.67 Crore)) which is a part of Trade Receivables shown under note 5 towards arbitration awards which are won by the Company in past, these arbitration awards have been further challenged by the customers before the session court or higher courts of law. Pending disposal of these matters in the courts, management has recognised the amount as per the arbitration award and part payment has been received by management under Niti Aayog Scheme upon submission of a bank guarantee by the Company, which is disclosed as advances from customers in note no.17 'Contract Liability'. Management is confident about the recovery of the amounts involved in the pending matters at various levels.

NOTE-44

In the earlier years, the Company has from time to time paid advance aggregating to ₹ 269.55 Crore (Outstanding as on 31st March, 2025 ₹ 112.19 Crore (including interest of ₹ 7.78 Crore)) (Outstanding as on 31st March, 2024 ₹ 269.55 Crore) to a Subcontractor viz Shapoorji Pallonji and Company Private Limited in connection with undertaking the designing and interior work of the stations for elevated metro projects at Bangalore, Mumbai, Ahmedabad, and Kanpur awarded to it against the security of Letter of Comfort provided by the subcontractor.

However, since the subcontractor could not execute the work for the station work referred to above, the Company got this station work done on its own. As per terms of Letter of Comfort, subcontractor was to refund this advance to the Company, however due to certain financial difficulties subcontractor has not been able to refund advance given to it under the subcontract.

Considering the fact that aforesaid projects is nearing completion, said advance has been classified as other current financial assets as advance to vendor recoverable in cash.

NOTE-45

The Joint Operations have mentioned in their financial statement that as per the terms of agreement parent is committed to provide additional funds as may be required to meet the working capital requirements of such Joint Operations.

Basis management's assessment, parent is committed to provide and can adequately source additional funds as may be required to meet the working capital requirements of these Joint Operations.

NOTE-46

As on 31st March, 2025, an amount of ₹ 558.02 Crore (as at 31st March, 2024 ₹ 558.62 Crore) (excluding Joint Operations) is receivable towards GST Input Credit which includes unutilised credit of inputs and input service on account of inverted duty structure. The Company has a robust Order book position of more than ₹ 31,800 Crore across India and there are several projects which are under the pipeline. Further, the Company has initiated Arbitration towards variations and Time related claims with respect to various projects and management expects favourable awards in these claims/ arbitration. Considering the facts as mentioned above, there is no doubt about the utilisation of the GST input credit balance against the future liabilities and the same is considered good.

NOTE-47 : GOING CONCERN RELATED ASSESSMENT PERFORMED BY JOINT OPERATIONS

a) Afcons Sener LNG Constructions Projects Pvt. Ltd.

Material uncertainty related to going concern:

The auditor of Joint Operations "Afcons Sener LNG Constructions Projects Private Limited" has given a note to accounts in financial statement relating to going concern assumption used for preparation of financial statements. Basis the Company's assessment company can adequately source the funding required of the mentioned Joint Operations.

NOTE-48 : ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowings secured against current assets

The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.

(iii) Relationship with struck off companies

Relationship with Companies whose name is struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

The Company has following transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

Name of struck off company	Nature of transactions with struck-off company	Balance as on 31st March, 2025 (₹ in Crore)	Balance as on 31st March, 2024 (₹ in Crore)	Relationship with the struck off company
I Dream Infratech Private Limited	Payables	-	0.02	Not a Related Party
Zoiros Infratech Pvt Ltd	Payables	-	0.02	Not a Related Party
Precision Calibration And Services Pvt Ltd	Payables	-	#	Not a Related Party

Notes Forming Part of the Standalone Financial Statements
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The Company has following outstanding balances as on March 31 2025, with the companies struck off under Companies Act, 2013 or Companies Act, 1956. However, no transactions have been entered during the year

Name of struck off company	Nature of transactions with struck-off company	Balance as on 31st March, 2025 (₹ in Crore)	Balance as on 31st March, 2024 (₹ in Crore)	Relationship with the struck off company
Hal Water Vatika Pvt. Ltd.	Payables	0.01	0.01	Not a Related Party
Parmar Power System Pvt.Ltd.	Payables	0.01	0.01	Not a Related Party
V.S.Projects Pvt.Ltd.	Payables	#	#	Not a Related Party
Rump Inspection & Engg.	Payables	#	#	Not a Related Party
Emc2 India Pvt Ltd.	Payables	0.04	0.04	Not a Related Party
Mac International Infra Pvt Ltd.	Payables	0.01	0.01	Not a Related Party
Yasaj Infrastructure Private Limited	Payables	#	#	Not a Related Party
Hbc Infratech Pvt.Ltd.	Payables	#	#	Not a Related Party
Kamlesh Projects Private Limited	Payables	0.06	0.06	Not a Related Party
Bikram Construction Private Limited	Receivables	(0.02)	(0.02)	Not a Related Party
Viradhya Infratech Private Limited	Payables	0.01	0.01	Not a Related Party
Pankasooraj Foundations Private Limited.	Payables	#	#	Not a Related Party
Sokam Overseas Private Limited.	Payables	0.01	0.01	Not a Related Party
Srianandam Infratech Private Limited.	Payables	#	#	Not a Related Party
Mm & Ay Infra Projects Private Limited	Payables	#	#	Not a Related Party
Shaurya Protection and Detection Private Limited	Payables	0.01	0.01	Not a Related Party
Bulsar Construction & Consulting (Opc) Private Limited	Payables	0.02	0.02	Not a Related Party
Engicon India Pvt Ltd	Payables	0.02	0.02	Not a Related Party
Anp Geo Infra Pvt. Ltd.	Payables	0.01	0.01	Not a Related Party

Note:- Amount mentioned as "#" is below rounding off norms adopted by the Company.

(iv) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(v) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vi) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(vii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(ix) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

Notes Forming Part of the Standalone Financial Statements
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(x) Utilisation of borrowed funds and share premium

A. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(xii) The Company is not declared as a wilful defaulter by any bank or financial institution or other lender during any reporting period.

(xiii) The Company does not have any investment property during any reporting period, the disclosure related to fair value of investment property is not applicable.

NOTE-49 : FINANCIAL INSTRUMENTS

NOTE-49.1 : CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in notes 14 and 20) offset by cash and bank balances and total equity of the Company.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital and the risks associated with each class of capital.

NOTE-49.1.1 : GEARING RATIO

The gearing ratio at end of the reporting year is as follows.

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Debt (Refer note i)	2,250.99	2,469.86
Cash and bank balances	(637.43)	(524.94)
Net debt	1,613.56	1,944.92
Total Equity (Refer note ii)	4,826.75	3,075.29
Net debt to equity ratio	0.33	0.63

(i) Debt is defined as long-term and short-term borrowings (excluding derivative, financial guarantee contracts as described in notes 14 and 20 and includes interest accrued but not due on borrowings)

(ii) Equity includes all capital and reserves of the Company that are managed as capital.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-49.2 : CATEGORIES OF FINANCIAL INSTRUMENTS

The following table provides categorisation of all financial instruments at carrying value except non-current investments in un-quoted equity instruments, which are carried at cost.

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Financial assets		
Measured at amortised cost		
(a) Trade receivables	3,364.64	3,452.94
(b) Cash and cash equivalents	316.23	280.79
(c) Bank balance other than (b) above	321.20	244.15
(d) Loans	31.40	19.27
(e) Other financial assets	649.67	886.04
Measured at FVTOCI		
(a) Investments in equity instruments	0.78	0.77
Total Financial Assets	**4,683.92**	**4,883.96**
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	2,250.99	2,469.86
(b) Trade payables	3,995.98	4,677.21
(c) Other financial liabilities	316.89	396.31
Total Financial Liabilities	**6,563.86**	**7,543.38**

NOTE-49.3 : FINANCIAL RISK MANAGEMENT OBJECTIVES

The Company's corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Company through internal risk assessment and analyses forex exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The risk management is governed by the Company's policy approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, the use of financial derivatives and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

NOTE-49.4 : MARKET RISK

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

NOTE-49.5 : FOREIGN CURRENCY RISK MANAGEMENT

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions in various countries. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

The carrying amounts of the Company's unhedged foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

Particulars	Liabilities		Assets	
	As at 31st March, 2025		As at 31st March, 2025	
	Amount in foreign currency (in Crore)	₹ in Crore	Amount in foreign currency (in Crore)	₹ in Crore
AED Currency	0.26	6.16	0.03	0.71
BDT Currency	595.81	424.87	779.77	556.05
BTN Currency	0.04	0.04	0.06	0.06
CHF Currency	0.00	0.07	-	-
EURO Currency	0.11	10.27	0.78	71.94
GBP Currency	0.00	0.20	-	-
GHS Currency	26.89	148.87	108.83	602.43
GNF Currency	198.41	1.96	-	-
JPY Currency	2.20	1.25	-	-
KWD Currency	0.19	51.87	0.19	53.18
MRU Currency	21.35	45.85	7.41	15.92
MUR Currency	24.58	46.20	97.40	183.05
MVR Currency	112.72	624.78	198.96	1,102.81
MZN Currency	42.27	57.10	108.73	146.88
OMR Currency	0.00	0.05	-	-
QAR Currency	-	-	0.58	13.57
TZS Currency	81.59	2.67	12.04	0.39
USD Currency	13.68	1,169.09	13.21	1,129.06
XAF Currency	2,210.48	311.90	2,485.09	350.65
XOF Currency	233.66	32.97	337.53	47.63
ZMW Currency	17.93	54.64	0.02	0.06

Particulars	Liabilities		Assets	
	As at 31st March, 2024		As at 31st March, 2024	
	Amount in foreign currency (in Crore)	₹ in Crore	Amount in foreign currency (in Crore)	₹ in Crore
BTN Currency	1.92	1.92	3.00	3.00
CHF Currency	0.00	0.07	-	-
EURO Currency	0.20	17.96	0.68	61.40
GBP Currency	0.00	0.07	-	-
GHS Currency	24.31	153.62	34.38	217.20
GNF Currency	203.52	1.99	-	-
JPY Currency	11.78	6.49	-	-
KWD Currency	0.22	58.86	0.25	66.75
MRU Currency	21.63	45.53	7.60	15.99
MUR Currency	41.17	73.96	84.32	151.48
MVR Currency	153.05	827.81	181.40	981.13
MZN Currency	49.73	65.55	121.58	160.27
OMR Currency	0.00	0.04	-	-
QAR Currency	-	-	0.56	12.81
SAR Currency	0.00	0.02	-	-
TZS Currency	125.60	4.07	5.99	0.19
USD Currency	8.65	721.81	4.86	405.34
XAF Currency	2,866.32	393.55	2,302.54	316.14
XOF Currency	509.72	69.98	476.55	65.43
ZMW Currency	24.15	80.53	0.27	0.90

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NOTE-49.5.1 : FOREIGN CURRENCY SENSITIVITY ANALYSIS

The Company is mainly exposed to the currency of USD, EURO, BDT, GHS, ZMW, MUR, MZN, MRU and MVR.

The following table details the Company's sensitivity to a 5% increase and decrease in the Indian Rupee against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivable and payables in the Company at the end of the reporting year. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in the profit or equity where the Indian Rupee strengthens 5% against the relevant currency. For a 5% weakening of the Rupee against the relevant currency , there would be a comparable impact on the profit or equity, and the balances below would be negative. The impact of 5 % is also applicable on outstanding foreign currency loans as on the reporting date.

(₹ in Crore)

Particulars	USD Currency Impact		Euro Currency Impact		BDT Currency Impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	(2.00)	(15.82)	3.08	2.17	6.56	3.32
Decrease in exchange rate by 5%	2.00	15.82	(3.08)	(2.17)	(6.56)	(3.32)

(₹ in Crore)

Particulars	GHS currency Impact		ZMW currency Impact		MUR currency Impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	22.68	3.18	(2.73)	(3.98)	6.84	3.88
Decrease in exchange rate by 5%	(22.68)	(3.18)	2.73	3.98	(6.84)	(3.88)

(₹ in Crore)

Particulars	MZN currency Impact		MRU currency Impact		MVR currency Impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	4.49	4.74	(1.50)	(1.48)	23.90	7.67
Decrease in exchange rate by 5%	(4.49)	(4.74)	1.50	1.48	(23.90)	(7.67)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting year does not reflect the exposure during the year.

NOTE-49.5.2 : DERIVATIVE FINANCIAL INSTRUMENTS

There are no derivative financial instruments outstanding at the end of the reporting year.

NOTE-49.6 : INTEREST RATE RISK MANAGEMENT

The Company is exposed to interest rate risk because entities in the Company borrow foreign currency and local currency funds at floating interest rates. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The Company's exposure to interest rate changes at the end of reporting year are as follows:

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Borrowing at Fixed Rate	1,387.92	1,616.42
Borrowing at Floating Rate	841.88	834.54
Total Borrowings	**2,229.80**	**2,450.96**

NOTE-49.6.1 : INTEREST RATE SENSITIVITY ANALYSIS

The sensitivity analysis below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting year. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole period. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit for the twelve month ended 31st March, 2025 would decrease/increase by ₹ 4.21 Crore (31st March, 2024: decrease/increase by ₹ 4.17 Crore). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

NOTE-49.7 : OTHER PRICE RISKS

The Company is exposed to equity price risks arising from equity investments. Certain of the Company's equity investments are held for strategic rather than trading purposes.

NOTE-49.7.1 : EQUITY PRICE SENSITIVITY ANALYSIS

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting year.

If equity prices had been 5% higher/lower:

Other comprehensive income for the year ended 31st March, 2025 would increase / decrease by ₹ 0.01 Crore (31st March, 2024: decrease/increase by ₹ 0.01 Crore) as a result of the changes in fair value of equity investments measured at FVTOCI.

NOTE-49.8 : CREDIT RISK MANAGEMENT

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk arises from investment in debt instruments, loans, trade receivables, other receivables, cash and bank balance and derivate financial instruments.

The Company is exposed to credit risk on its financial assets, which comprise cash and cash equivalents, bank deposits, trade receivables and loan receivables. The exposure to credit risks arises from the potential failure of counterparties to meet their obligations. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial instruments.

Cash and cash equivalents, bank deposits are held with only high rated banks/financial institutions, credit risk on them is therefore insignificant.

Trade receivables and loan receivable

The Company assesses and manages credit risk on an internal credit evaluation system. It is performed by the finance team in conjunction with the relevant business teams depending on the nature and type of the financial asset being evaluated.

The customer base of the Company highly comprises of government parties. Further, Company is having certain short term loan receivables from the Group entities. Collateral is generally not obtained from customers. Other customers are subject to credit verification procedures including an assessment of their independent credit rating, financial position, past experience and industry reputation.

(A) To measure the expected credit losses on (a) trade receivables from government parties, and (b) trade receivables and loan receivables from group companies, they have been considered to enjoy the low credit risk as they meet the following criteria:

i) they have a low risk of default,

ii) the counterparty is considered, in the short term, to have a strong capacity to meet its obligations in the near term, and

iii) the Company expect, in the longer term, that adverse changes in economic and business conditions might, but will not necessarily, reduce the ability of the borrower to fulfill its obligations.

(B) Cash and cash equivalents, bank deposits are held with only high rated banks/financial institutions, credit risk on them is therefore insignificant.

(C) For other trade receivables (including contract assets), the Company applies 'Expected Credit Loss' model for recognising impairment loss on trade receivables as well as contract asset

The measurement of ECL depends on whether credit risk has increased significantly since initial recognition. These credit risk are regularly monitored based on historic turnover activity and credit performance of every customer. In addition, overdue receivable balances are monitored and actioned on a regular basis. When the credit risk has not increased significantly after initial recognition, a provision shall be made for the 12-month expected loss, otherwise shall be made for the entire lifetime.

The Company considers the probability of default upon initial recognition of asset and whether there is a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information which considers multiple factors such as:

- internal credit rating
- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increase in credit risk on other financial instruments of the same borrower
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes

in the operating results of the borrower.

The Company has used practical expedient by computing expected credit loss allowance for trade receivable by taking into consideration payment profiles of sales over a period of 60 months before the reporting date and the corresponding historical credit loss experiences within this period. The historical loss rates are adjusted to reflect current and forward looking information on macro economic factors affecting the ability of the customers to settle the receivables. The expected credit loss is based on the Ageing of the days, the receivables due and the expected credit loss rate. In addition, in case of event driven situation as litigations, disputes, change in customer's credit risk history, specific provisions are made after evaluating the relevant facts and expected recovery.

Refer note 5 and note 8 for reconciliation of expected credit loss balance on financial assets.

NOTE-49.9 : LIQUIDITY RISK MANAGEMENT

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term, and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE-49.9.1: LIQUIDITY RISK TABLE

The following table details the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include principal cash flows along with interest. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

(₹ in Crore)

Particulars	Weighted average effective interest rate (%)	Upto 1 year	1 to 5 years	5+years	Total
31st March, 2025					
Borrowings (including Interest)	9.21%	1,718.38	640.33	45.28	**2,403.99**
Trade payables		3,562.20	433.78	-	**3,995.98**
Other financial liabilities		242.05	74.84	-	**316.89**
		5,522.63	**1,148.95**	**45.28**	**6,716.86**

(₹ in Crore)

Particulars	Weighted average effective interest rate (%)	Upto 1 year	1 to 5 years	5+years	Total
31st March, 2024					
Borrowings (including Interest)	9.39%	1,948.26	674.84	17.99	**2,641.09**
Trade payables		4,246.21	431.00	-	**4,677.21**
Other financial liabilities		269.78	126.53	-	**396.31**
		6,464.25	**1,232.37**	**17.99**	**7,714.61**

The Company is exposed to credit risk in relation to guarantees given. The Company's maximum exposure in this respect is the maximum amount the Company could have to pay if the guarantee is called on. Based on expectations at the end of the reporting period, the Company considers that it is more likely that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the beneficiary under the guarantee may default.

For Contractual maturities of lease liabilities refer note 51 (iii).

NOTE-49.10 : FAIR VALUE MEASUREMENTS

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-49.10.1 : FAIR VALUE OF THE COMPANY'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting year. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

(₹ in Crore)

Financial assets / financial liabilities	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at 31st March, 2025	As at 31st March, 2024		
Investments in equity instruments at FVTOCI (quoted) (see note 1)	0.78	0.77	Level 1	The investment in quoted instruments are measured at fair value based on quoted prices in active market.

Note 1: These investments in equity instruments are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the group has chosen to designate these investments in equity instruments as at FVTOCI as the directors believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in profit or loss.

NOTE-49.10.2 : FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE NOT MEASURED AT FAIR VALUE (BUT FAIR VALUE DISCLOSURES ARE REQUIRED)

The carrying amounts of the following financial assets and financial liabilities (other than Long Term Borrowings) are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) **Financial Assets**

Cash and bank balances

Bank balance other than above

Trade receivables

Loans

Other financial assets

b) **Financial Liabilities**

Short term borrowings

Trade payables

Other financial liabilities

Lease Liabilities

The carrying amount and fair value of Long Term Borrowings, which are measured at amortised cost is disclosed in table below :

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Financial liabilities held at amortised cost:	**841.88**	**841.88**	**834.54**	**834.54**
- Borrowings	841.88	841.88	834.54	834.54

Notes Forming Part of the Standalone Financial Statements
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NOTE-50 : DISCLOSURE PURSUANT TO IND AS 115, "REVENUE FROM CONTRACTS WITH CUSTOMERS"

(i) Disaggregation of revenue from contracts with customers into geographical areas for the year ended 31st March, 2025 recognised in the standalone statement of profit & loss

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Segment revenue		
India	8,703.26	10,006.07
Outside India	3,796.67	2,901.20
Revenue from external customers	**12,499.93**	**12,907.27**
Timing of revenue recognition		
At a point in time	150.69	222.21
Over time	12,349.24	12,685.06
	12,499.93	**12,907.27**

(ii) Unsatisfied performance obligations:

The aggregate amount of transaction price allocated to performance obligation that are unsatisfied as at the end of reporting period is ₹ 39,538.36 Crore (as at 31st March, 2024 ₹ 35,631.26 Crore). Management expects that about 40% of the transaction price allocated to unsatisfied contracts as of 31st March, 2025 will be recognised as revenue during next 12 months depending upon the progress of each contracts. The remaining amount is expected to be recognised in subsequent years.

(iii) Reconciliation of contract price with revenue recognised during the year:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Revenue as per contract price	12,499.93	12,876.90
Adjustments for:		
Payments on behalf of customer	-	30.37
Revenue from Operations	**12,499.93**	**12,907.27**

(iv) Significant changes to Contract Asset and Contract Liability from 1st April, 2024 to 31st March, 2025

(₹ in Crore)

Particulars	Contract Assets	Contract Liabilities
Contract assets / liabilities as at 1st April, 2023	4,532.31	4,424.16
Changes in Contract Asset / Liabilities	497.03	(23.91)
Contract assets / liabilities as at 31st March, 2024	**5,029.34**	**4,400.25**

(₹ in Crore)

Particulars	Contract Assets	Contract Liabilities
Contract assets / liabilities as at 1st April, 2024	5,029.34	4,400.25
Changes in Contract Asset / Liabilities	1,909.05	322.57
Contract assets / liabilities as at 31st March, 2025	**6,938.39**	**4,722.82**

* The contract assets and liabilities undergo a change periodically, due to changes in the contractual estimates for the projects on account of any change in scope of work, unprecedented delays, etc. During the year the Company has additionally recognised a loss allowance for contract assets in accordance with Ind AS 109.

(i) Contract assets represents balances due from customers under construction contracts that arise when the aggregate of contract cost incurred to date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing.

(ii) Contract liabilities relating to construction contracts are balances due to customers, these arise when a particular milestone payment exceeds the revenue recognised to date under the input method and advance received in long term construction contracts. The amount of advance received gets adjusted over the construction period as and when invoicing is made to the customer

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Contract assets and contract liabilities net position assessed on a contract by contract basis as at 31st March, 2025 and its classification into current and non current for respective years.

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract Assets	4,249.83	770.45	1,847.78	1,167.48
Contract Liabilities	1,056.96	1,776.90	1,248.35	1,137.82

(v) - For movement in Expected Credit Loss of Trade Receivables and Contract Assets, refer Note 5.1.A and 8.1 of the standalone financial statement.

- For Trade Receivable refer Note 5 of the standalone financial statement.

- For Contract liabilities refer Note 17 of the standalone financial statement.

(vi) Contracts assets and liabilities balance

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Contracts in progress at the end of the reporting year.		
Construction cost incurred plus recognised profits less recognised loss to date	54,766.77	70,270.15
Less : Progress billings	48,177.13	65,796.96
	6,589.64	**4,473.19**

Recognised and included in the financial statements as amounts due :

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
- from customers under construction contracts	6,938.39	5,029.34
- to customers under construction contracts	(348.75)	(556.15)
	6,589.64	**4,473.19**

(vii) The Company recognised revenue amounting to ₹ 536.77 Crore in the current reporting year (Previous year ₹ 1,077.51 Crore) that was included in the contract liability as of 1st April, 2024.

NOTE-51 : DISCLOSURE PURSUANT TO IND AS 116 "LEASES"

The Company leases land and buildings. Rental contracts are typically made for fixed periods of mostly 1 to 3 years, but may have extension options as described in (v) below.

(i) Amounts recognised in the balance sheet

a. Right-to-use assets

(₹ in Crore)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
Land	3.D	61.42	29.75
Building	3.D.	45.01	38.16

b. Lease Liabilities

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Current	49.30	33.08
Non-current	58.28	35.15

(ii) Amounts recognised in the statement of profit and loss

(₹ in Crore)

Particulars	Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Expense relating to short-term leases (included in equipment hire / rent charges and other expenses)**	29	72.77	68.86
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses)	29	0.40	0.89
Interest on lease liability	27	7.85	4.43
Depreciation during the period	28	49.91	40.16
Total		**130.93**	**114.34**

** Rent expense relating to short-term leases of identified assets and variable lease payments under Ind AS 116 included in Note 24.1 and Note 29 as mentioned above stands to ₹ 72.77 Crore (as at 31st March, 2024 ₹ 68.86 Crore) However, the total of rent and hire charges included in Note 24.1 and Note 29 stands at ₹ 747.04 Crore (as at 31st March, 2024 ₹ 718.97 Crore) , the differential of ₹ 674.27 Crore (as at 31st March, 2024 ₹ 650.11 Crore) is on account of hire charges of the assets which are unidentified assets under Ind AS 116.

(iii) Maturities of lease liabilities as at 31st March, 2025

(₹ in Crore)

Particulars	Upto 1 year	1-5 years	5 and More years	Total
Lease liabilities	49.30	58.27	0.01	107.58

Maturities of lease liabilities as at 31st March, 2024

(₹ in Crore)

Particulars	Upto 1 year	1-5 years	5 and More years	Total
Lease liabilities	33.08	35.15	-	68.23

(iv) Total cash outflow for leases for the year ended 31st March, 2025 is ₹ 58.24 Crore (As at 31st March, 2024 ₹ 40.56 Crore)

Amount recognised in cashflow statement

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Payment of lease liabilities during the year	49.08	36.13
Finance cost paid during the year	7.85	4.43

(v) Extension and termination options

Extension and termination options are included in a number of Land, Office Premises, Houses and Godowns leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operation. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.

(vi) Practical expedients applied :

In applying Ind AS 116, the Company has used the following practical expedients permitted by the standard:
- applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- accounting for operating leases with term less than 12 months as short-term leases
- using hindsight in determining the lease term where the contract contains option to extend or terminate the lease
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application.

(vii) The lessee's range of weighted average incremental borrowing rate applied to the lease liabilities for the entire group was 9.25%.

(viii) Lessor accounting

The Company did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of Ind AS 116.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-52 : FINANCIAL RATIOS

(₹ in Crore)

Ratio		Numerator	Denominator	Current period	Previous year	% Variance	Reason for variance
a)	Current Ratio	Current assets	Current liabilities	1.32	1.06	24.53%	
b)	Debt-equity ratio	Total debt	Total equity	0.47	0.80	-41.58%	Increase in equity capital due to proceeds received from fresh issue of shares
c)	Debt service coverage ratio	Profit after tax + Depreciation and amortlsation expense + Finance cost	Debt service (Principal repayment of debt + Interest on debt)	0.78	1.66	(53.03%)	Decrease on account of profir earned during the year and reduction in debt
d)	Return on equity ratio	Net profit after tax reduced by preference dividend	Average shareholders equity	14.84%	15.39%	(3.57%)	
e)	Inventory turnover ratio	Cost of construction materials consumed+Stores and spares+ power and fuel	Average inventory	3.49	3.27	6.73%	
f)	Trade receivables turnover ratio	Revenue from Operations	Average trade receivable	3.67	4.20	(12.62%)	
g)	Trade payables turnover ratio	Cost of construction materials consumed+Cost of Construction+ Operating expenses (excluding notional expenses**)	Average trade payable	2.16	2.33	(7.30%)	
h)	Net capital turnover ratio	Revenue from Operations	Working capital (Current Assets - Current Liabilities)	4.66	22.52	(79.31%)	Increase in net working capital
i)	Net profit ratio	Net profit	Revenue from Operations	4.69%	3.43%	36.73%	Increase in profit due to higher margin in few projects
j)	Return on capital employed	Earnings before interest and tax	Average Capital employed (i.e. Sum of Total Equity + Total Debt)	0.20	0.22	(9.94%)	
k)	Return on investment	Earnings before interest and tax	Average total assets	0.08	0.07	10.85%	

** Notional expenses includes Advances written off, Bad / irrecoverable debtors / unbilled revenue written off, Provision for Doubtful Debtors / Advances, Expected credit loss on contract assets and trade receivables, Provision for foreseeable losses for onerous contracts.

NOTE-53

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

NOTE-54

As of 31st March, 2025 the Company has an outstanding receivables amounting to ₹ 95.51 Crore (including interest of ₹ 2.74 Crore) (outstanding as on 31st March, 2024 ₹ 92.77 Crore) from SP Jammu Udhampur Highway Limited (SP Juhi) under the EPC contract for the Jammu Udhampur Road Project of NHAI. SP Jammu Udhampur Highway Limited (SP Juhi) had assigned the same to Shapoorji Pallonji Solar Holdings Pvt Ltd. (SP Solar) vide deed of assignment dated 20th July, 2022 between SP Juhi and SP Solar, which got subsequently merged with Shapoorji Pallonji Infrastructure Capital Co Pvt Ltd.

NOTE-55

During the quarter ended 31st December, 2024, the Company has completed an Initial Public Offering ('IPO') aggregating to ₹ 5,430.00 Crore comprising of 11,73,27,139 equity shares. The issue comprised of Fresh issue of 2,70,46,362 equity shares aggregating to IPO proceeds of ₹ 1,250.00 Crore (i.e. face value of ₹ 10 per share and securities premium of ₹ 409/- on 5,10,592 equity shares allotted under employee reservation and ₹ 453/- per share on 2,65,35,770 equity shares allotted to others) and Offer for Sale ("OFS") of 9,02,80,777 equity shares aggregating to proceeds of ₹ 4,180.00 Crore (i.e.face value of ₹ 10 each per share and share premium of ₹ 453/- per share). Pursuant to the IPO equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 4th November, 2024.

The Company's share of total offer expenses are ₹ 35.37 Crore. The details of IPO proceeds ₹1,250.00 Crore (net of IPO expenses of ₹ 35.37 Crore) which were utilised as at 31st March, 2025 are summarised in table below.

(₹ in Crore)

Objects of the issue as per the prospectus		Amount to be utilised as per the prospectus	Utilised amount upto 31st March, 2025	Unutilised amount upto 31st March, 2025 *
a.	Capital Expenditure towards purchase of construction equipments	80.00	28.33	51.67
b.	Funding towards working capital requirements	320.00	320.00	-
c.	Prepayment or scheduled repayment of a portion of certain outstanding borrowings and acceptances availed by our Company	600.00	600.00	-
d.	General Corporate Purposes (GCP) (Net of Issue expenses)**	214.63	214.63	-
Total utilisation (a+b+c+d)		**1,214.63**	**1,162.96**	**51.67**

*The IPO Proceeds of ₹ 51.67 Crore which were unutilised as at 31st March, 2025 were temporarily invested in fixed deposits of scheduled commercial banks.

** During the quarter ended 31st March, 2025, Net proceeds were revised from ₹1,206.12 Crore to ₹ 1,214.63 Crore as issue expenses has been revised from ₹43.88 Crore to ₹ 35.37 Crore, Unutilised issue expenses of ₹ 8.51 Crore were added to GCP. Hence GCP has been revised from ₹ 206.12 Crore to ₹ 214.63 Crore.

Notes Forming Part of the Standalone Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE-56

The Income Tax Department ("the Department") conducted a Survey ("the Survey") under Section 133A of the Income Tax Act on the Company during the quarter ended 31st March, 2025. As on the date of issuance of these financial results/statements, the Company has not received any communication from the Department regarding the outcome of the Survey. While uncertainty exists regarding the ultimate outcome of the proceeding, the Company after considering available information, as of the date of approval of these financial results/statements has not identified any adjustments, disclosures or any effect to the current or prior period financial statements or financial information.

NOTE-57

The standalone financial statement is approved and adopted by the Board of Directors in it's meeting held on 23rd May, 2025.

For and on behalf of the Board of Directors

Subramanian Krishnamurthy Executive Vice Chairman DIN: 00047592	**Srinivasan Paramasivan** Managing Director DIN: 00058445
Ramesh Kumar Jha Chief Financial Officer	**Gaurang Parekh** Company Secretary M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Independent Auditor's Report

To The Members of

AFCONS INFRASTRUCTURE LIMITED

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Afcons Infrastructure Limited (the "Parent"/ the "Holding Company") and its subsidiaries, (the Parent/ Holding Company and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at 31st March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information in which are incorporated the Returns for the year ended on that date audited by the branch auditors of the 20 branches of the Group located at Mauritius, Mozambique, Gabon, Zambia, Mauritania, Ghana, Bhutan, Bangladesh, Liberia, Tanzania, Kuwait, Maldives, Indonesia, Qatar, Ivory Coast, Jordan, Oman, Abu Dhabi, Bahrain and Benin and which includes 16 joint operations of the Group accounted on proportionate basis.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the joint operations and subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) and (b) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

EMPHASIS OF MATTER

1. We draw attention to Note no. 40 of the consolidated financial statements, which describes the uncertainties relating to the outcome of the proceedings in arbitration and High Court in respect of variations recognised by the Company in terms of the provisions of the contract with the client, on account of matters stated therein.

   Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid claims, in terms of the provisions of the contract, which is supported by a legal opinion, as stated in the said Note 40, the management of the Company is of the view that the amounts recognised as amount due from customers under construction contracts, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that, the proceedings in arbitration and High Court are ongoing, the duration and outcome is uncertain.

2. Audit report on the Financial Statements of Transtonnelstroy Afcons Joint Venture (a joint operation included in the Consolidated Financial Statements of the Group) includes an emphasis of matter as under:

   "We draw attention to Note 32 to the Financial Statements, which describes the uncertainties relating to the outcome of the negotiation, proceedings in arbitration, High Court and Supreme Court in respect of variations recognised by the joint operation in earlier years in terms of the provisions of the contract with the client, on account of matters stated therein.

   Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid claims, in terms of the provisions of the contract, which is supported by legal opinion, the management is of the view that the amounts recognised as amount due from customers under construction contracts and trade receivable including interest on trade receivables as per arbitration award, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the negotiation, proceedings in arbitration, High Court and Supreme Court are ongoing, the duration and outcome is uncertain.

   Our opinion is not modified in respect of this matter."

Independent Auditor's Report (Continued)

Note 32 as described above is reproduced as Note 37 to the Consolidated Financial Statements.

3. Audit report on the Financial Statements of Afcons Gunanusa Joint Venture (a joint operation included in the Consolidated Financial Statements of the Group) includes an emphasis of matter as under:

"We draw attention to Note 26 to the Financial Statements, which describes the uncertainties relating to the outcome of the arbitration proceedings in respect of claims recognized by the joint operation in the earlier years, on account of change orders.

Based on the Management's estimates and technical evaluation of the recoverability in terms of the provisions of the contract, which is supported by legal opinion, the management is of the view that the amounts recognized as amount due from customers under construction contract are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the arbitration proceedings are ongoing, the duration and outcome is uncertain.

Our opinion is not modified in respect of this matter."

Note 26 as described above is reproduced as Note 36 to the Consolidated Financial Statements.

4. Audit report on the Financial Statements of Dahej Standby Jetty Project Undertaking (a joint operation included in the Consolidated Financial Statements of the Group) includes an emphasis of matter as under:

"We draw attention to Note no. 23 to the Financial Statement, which describes the uncertainties relating to the outcome of the Hon'ble High Court Delhi, proceedings, where the joint operation has filed appeal to set aside an unfavourable award granted in Arbitration, towards claims of liquidated damages for delay in completion of works by joint operation.

Based on the Management's assessment and technical evaluation of the recoverability of the aforesaid client claims which are already encashed and claims filed by the joint operation against the client, in terms of the provisions of the contract, which is supported by a legal opinion, as stated in the said Note 23, the management is of the view that the amounts recognised as amount due from customers under construction contracts and other receivable, are considered as good and fully recoverable and no provision is considered necessary at this stage. However, considering that the proceedings in High Court are ongoing, the duration and outcome is uncertain.

Our opinion is not modified in respect of this matter.

Note 23 as described above is reproduced as Note 38 to the Consolidated Financial Statements.

Our opinion is not modified in respect of the above matters.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Estimation of contract cost and revenue recognition – Construction Contract Revenue** There are significant accounting judgements in estimating revenue to be recognised on contracts with customers, including estimation of costs to complete. The Group recognises revenue on the basis of stage of completion in proportion of the contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue is therefore dependent on estimates in relation to total estimated costs of each such contract. Significant judgements are involved in determining the expected losses, when such losses become	Our audit procedures related to the (1) identification of distinct performance obligations, (2) evaluation of the process for estimation of costs to complete (3) evaluation of implications of change orders on costs estimates of costs to complete and revenue and (4) evaluation of any variable consideration, included the following amongst others: • We tested the effectiveness of controls relating to the (a) evaluation of performance obligations and identification of those that are distinct; (b) estimation of costs to complete each of the performance obligations including the contingencies in respect thereof, as work progresses and the impact thereon as a consequence of change orders; (c) the impact of change orders on the transaction price of the related contracts; and (d) evaluation of the impact of variable consideration on the transaction price.

Sr. No.	Key Audit Matter	Auditor's Response
	probable based on the expected total contract cost. Cost contingencies are included in these estimates to take into account specific risks of uncertainties or disputed claims against the Group, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the life of the contract and adjusted where appropriate. The revenue on contracts may also include variable consideration (variations and claims). The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Refer to Note No. 1.B.3 and 22 to the Consolidated Financial Statements	• Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers". • We selected sample of contracts with customer and performed the following procedures: a. Obtained the percentage of completion calculations, agreed key contractual terms with the signed contracts, tested the mathematical accuracy of the cost to complete calculations and re-performed the calculation of revenue recognized during the year based on the percentage of completion. b. For costs incurred to date, we verified relevant supporting documents and performed cut off procedures. c. Variable consideration (variation/claims) is recognized by the management when its recovery is assessed to be highly probable. We have evaluated the management's assessment by reviewing the contractual terms and customer communications. d. Evaluated the reasonableness of key assumptions included in estimated total contract costs: - Tested the forecast cost to complete, obtained the breakdown of forecasted costs and tested the elements of the forecast by obtaining executed purchase orders and agreements. - Evaluated reasonableness of management's judgements and assumptions by using past trends and comparing the movement in estimated total contracts costs from previous periods. • Assessed the adequacy of presentation and related disclosures in the consolidated financial statements.
2	**Recoverability of Non-Current Contract Assets and non-current trade receivables** The Group, in its contract with customers, promises to transfer distinct services to its customers mainly services rendered in the form of engineering, procurement, and construction ("EPC") services through design-build contracts. At each reporting date, revenue is accrued for costs incurred against work performed that may not have been invoiced. Identifying whether the Group's performance has resulted in a service that would be billable and collectable where the works carried out have not been acknowledged by customers as of the reporting date involves	Our audit procedures related to the (1) evaluation of evidence supporting the execution of work; (2) evaluation of recoverability of the amounts including the impact on the expected credit loss allowance; and (3) assessment of adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Parent's Board of Directors included the following amongst others: • We have evaluated the design and tested the operating effectiveness of relevant internal financial controls over the (a) gathering and evaluation of evidence supporting the execution of work (b) evaluation of recoverability of the non-current trade receivables and certification of non-current contract assets including the impact on

Independent Auditor's Report (Continued)

Sr. No.	Key Audit Matter	Auditor's Response
	significant judgement. These non-current contract assets and trade receivables might be on account of dispute which might have arisen on account of delay or additional costs incurred which the customer is contractually liable for or variations requested by the customer. Assessing the recoverability of contract assets and amounts overdue against invoices raised which have remained unsettled for a significantly long period after the end of the contractual credit period also involves a significant amount of judgment. Refer to Note No. 1.B.3, 5 and 8 to the Consolidated Financial Statements	the expected credit loss allowance; and (c) assessment of adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Board of Directors and the impact thereof on the carrying amount of the related contract assets and trade receivables. • We selected sample of contract assets with corresponding trade receivables and performed the following procedures: - We verified the contractual terms and collection history - We verified evidence supporting the execution of work for which the contract assets were recognized - We inquired for reasons for the delays in recovery of invoices and the basis on which recoverability of the contract assets was assessed. - We have also assessed the impact on the allowance for expected credit losses - We assessed for the adjusting events after the reporting date i.e. 31st March, 2025 and the date when the financial statements are approved by the Board of Directors and the impact thereof on the carrying amount of the related contract assets. • Assessed and challenged the information used by the Management to determine the expected credit losses by considering credit risk of the customer, contractual terms, project status, past history, subsequent realization, correspondence between the Group and their customers, ongoing litigations and disputes, if any, existing market conditions and forward-looking estimates, with the customer.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's/ Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including annexures to Board's report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the joint operations and subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the joint operations and subsidiaries, is traced from their financial statements audited by the other auditors.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's/ Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent/ Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent/ Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the joint operations entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the joint operations or entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent/ Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTERS

(a) We did not jointly audit the financial statements of 16 joint operations included in the standalone financial statements of the companies included in the Group whose financial statements reflect total assets of Rs.2400.94 crore as at 31st March 2025 and total revenue of Rs. 869.58 crore for the year ended on that date, as considered in the respective standalone financial statements of the companies included in the Group. The financial statements of these joint operations have been audited by either of us in our individual capacity or jointly with other auditors or the other auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these joint operations and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint operations, is based solely on the report of such reports issued by either of us in our individual capacity or jointly with other auditors and other auditors.

(b) We did not jointly audit the financial statements of 9 subsidiaries, whose financial statements reflect total assets of Rs.886.09 crore as at 31st March, 2025, total revenues of Rs. 65.90 crore and net cash outflows amounting to Rs. 12.54 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(c) We did not jointly audit the financial statements of 3 subsidiaries, whose financial statements / financial information reflect total assets of Rs. 44.55 crore as at 31st March, 2025, total revenues of Rs. 0.08 crore and net cash outflows amounting to Rs. 8.35 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, the financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements/ financial information of the joint operations and subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group, including relevant records so far as it appears from our examination of those books, returns and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements and with the returns received by us and the other auditors.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors of the Parent/ Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its joint operation company and subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent/ Holding company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Parent to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

      Further, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies and a joint operation company incorporated in India, the said subsidiary companies and a joint operation company being private companies, section 197 of the Act related to the managerial remuneration is not applicable.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 29, 36, 37, 38, 40, 41, 42 and 43 to the consolidated financial statements;

      ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 18 to the consolidated financial statements. Further Group did not have any material foreseeable losses on long-term contracts including derivative contracts;

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies and a jointly controlled company incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiaries and one of its jointly controlled operation which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and jointly controlled operation respectively that, to the best of their knowledge and belief, other than as disclosed in the note 48(x) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries and jointly controlled operation to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent/ Holding Company or any of such subsidiaries or jointly controlled operation ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries and one of its jointly controlled operation which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries and jointly controlled operation respectively that, to the best of their knowledge and belief, as disclosed in the note 48(x) to the consolidated financial statements, no funds have been received by the Parent/ Holding Company or any of such subsidiaries and joint controlled operation from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent/ Holding Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and jointly controlled operation which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The preference and equity dividend proposed in the previous year, declared and paid by the Parent whose financial statements have been audited under the Act, where applicable, during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 12.11 to the consolidated financial statements, the Board of Directors of the Parent whose financial statements have been audited under the Act, have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

The jointly controlled operation company and subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

vi) Based on our examination which included test checks and based on the other auditor's reports of its subsidiary companies and one of its jointly controlled operation company which are incorporated in India whose financial statements have been audited under the Act, the Parent, its subsidiary companies and one of its jointly controlled operation which are companies incorporated in India have used accounting software systems for maintaining their respective books of account for the financial year ended 31st March 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of audit, we and respective other auditors, whose reports have been furnished to us by the Management of the Parent, have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Parent/ Holding Company and above referred subsidiary companies incorporated in India as per the statutory requirements for record retention.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660
UDIN: 25049660BMOCBZ4550

Place: Mumbai
Date: 23rd May, 2025

For HDS & Associates LLP
Chartered Accountants
Firm Registration No. W-100144

Suresh K. Joshi
Partner
Membership No. 030035
UDIN: 25030035BMJPLE5577

Place: Mumbai
Date: 23rd May, 2025

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE "ACT")

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended 31st March, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Afcons Infrastructure Limited (hereinafter referred to as "Parent") and its subsidiary companies, which includes internal financial controls with reference to consolidated financial statements of the Company's joint operation which are companies incorporated in India as of that date.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and Board of Directors of the Parent, its subsidiary companies and joint operation, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its joint operation, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and joint operation, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies and its joint operation, which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and joint operation, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a joint operation and subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
Firm's Registration No. 117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660
UDIN: 25049660BMOCBZ4550

Place: Mumbai
Date: 23rd May, 2025

For HDS & Associates LLP
Chartered Accountants
Firm Registration No. W-100144

Suresh K. Joshi
Partner
Membership No. 030035
UDIN: 25030035BMJPLE5577

Place: Mumbai
Date: 23rd May, 2025

Consolidated Balance Sheet

as at 31st March, 2025

(₹ in Crore)

Particulars		Note No.	As at 31st March, 2025	As at 31st March, 2024
A	ASSETS			
1	Non-current assets			
	(a) Property, plant and equipment	3.A	2,630.86	2,715.14
	(b) Capital work-in-progress	3.B	32.85	43.07
	(c) Right-of-use assets	3.E	106.43	67.91
	(d) Goodwill	3.C	0.14	0.14
	(e) Intangible assets	3.D	0.55	0.60
	(f) Financial assets			
	(i) Investments	4	0.78	0.77
	(ii) Trade receivables	5	678.91	499.20
	(iii) Other financial assets	7	441.93	417.99
	(g) Contract assets	8	1,646.58	1,271.01
	(h) Non current tax assets (net)	11	12.22	53.64
	(i) Other non-current assets	8.2	212.00	190.88
	Total non-current assets		**5,763.25**	**5,260.35**
2	Current assets			
	(a) Inventories	9	1,010.22	1,626.56
	(b) Financial assets			
	(i) Trade receivables	5	2,779.32	3,120.99
	(ii) Cash and cash equivalents	10	440.17	413.26
	(iii) Bank balances other than (ii) above	10.1	330.39	253.00
	(iv) Loans	6	57.18	61.83
	(v) Other financial assets	7	209.30	501.34
	(c) Contract assets	8	5,449.18	3,954.39
	(d) Other current assets	8.2	1,080.21	1,041.92
	Total current assets		**11,355.97**	**10,973.29**
	Total assets (1+2)		**17,119.22**	**16,233.64**
B	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity share capital	12.A	367.78	340.74
	(b) Other equity	13	4,892.74	3,255.21
	Equity attributable to shareholders of the Company		**5,260.52**	**3,595.95**
	Non controlling interest		1.54	1.56
	Total Equity		**5,262.06**	**3,597.51**
2	Liabilities			
	(A) Non-current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	14	595.24	597.69
	(ii) Lease Liabilities	51	58.28	35.15
	(iii) Trade payables	15		
	(a) Total outstanding due to micro and small enterprises		14.58	23.21
	(b) Total outstanding due to creditors other than micro and small enterprises		419.20	407.79
	(iv) Other financial liabilities	16	74.84	126.53
	(b) Contract liabilities	17	2,270.76	1,451.29
	(c) Provisions	18	24.55	9.31
	(d) Deferred tax liabilities (net)	21	64.96	103.67
	Total non-current liabilities		**3,522.41**	**2,754.64**
	(B) Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings	20	1,640.48	1,857.32
	(ii) Lease Liabilities	51	49.30	33.08
	(iii) Trade payables	15		
	(a) Total outstanding due to micro and small enterprises		177.36	198.45
	(b) Total outstanding due to creditors other than micro and small enterprises		3,363.99	4,127.17
	(iv) Other financial liabilities	16	246.37	269.85
	(b) Contract liabilities	17	2,503.23	2,998.16
	(c) Provisions	18	147.44	227.22
	(d) Current tax liabilities (net)	19	62.15	83.89
	(e) Other current liabilities	17.1	144.43	86.35
	Total current liabilities		**8,334.75**	**9,881.49**
	Total liabilities (A+B)		**11,857.16**	**12,636.13**
	Total equity and liabilities (1+2)		**17,119.22**	**16,233.64**

See accompanying notes 1 to 57 forming part of the consolidated financial statement

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Consolidated Statement of Profit and Loss

For the Year Ended 31st March, 2025

(₹ in Crore)

	Particulars	Notes	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
1	Revenue from operations	22	12,548.42	13,267.50
2	Other income (net)	23	474.35	379.38
3	**Total income (1 + 2)**		**13,022.77**	**13,646.88**
4	**Expenses**			
	(a) Cost of material consumed	24	3,290.14	4,012.48
	(b) Cost of construction	24.1	5,246.06	5,293.97
	(c) Employee benefits expense	25	1,435.11	1,383.42
	(d) Finance costs	26	629.20	577.26
	(e) Depreciation and amortisation expense	27	491.10	494.53
	(f) Other expenses	28	1,221.15	1,212.60
	Total expenses		**12,312.76**	**12,974.26**
5	**Profit before tax (3 - 4)**		**710.01**	**672.62**
6	**Tax expense:**	21		
	(a) Current tax		275.93	200.24
	(b) Deferred tax - (Credit) / Charge		(36.78)	7.24
	(c) Tax expense relating to earlier year (net)		(15.93)	15.38
	Total tax expenses		**223.22**	**222.86**
7	**Profit for the year from continuing operations (5 - 6)**		**486.79**	**449.76**
8	**Other comprehensive income (OCI)**			
	A) Items that will not be reclassified to statement of profit or loss			
	(a) Changes in fair value of equity investment measured at FVTOCI (net of tax)		0.01	0.26
	(b) Remeasurements of defined benefit plans (net of tax)		(5.74)	(8.51)
	B) Items that may be reclassified to statement of profit or loss			
	(a) Exchange differences on translating the financial statements of a foreign operation		(4.02)	7.59
	Other Comprehensive (loss) (A+B)		**(9.75)**	**(0.66)**
9	**Total comprehensive income for the year (7 + 8)**		**477.04**	**449.10**
	Profit for the year attributable to:			
	- Owners of the Company		486.81	449.76
	- Non-controlling interest		(0.02)	-
			486.79	**449.76**
	Other comprehensive income for the year attributable to:			
	- Owners of the Company		(9.75)	(0.66)
	- Non-controlling interest		-	-
			(9.75)	**(0.66)**
	Total comprehensive income for the year attributable to:			
	- Owners of the Company		477.06	449.10
	- Non-controlling interest		(0.02)	-
			477.04	**449.10**
10	**Earnings per share (Face value of ₹ 10 each) (annualised)**			
	(a) Basic earnings per share (₹)		13.24	13.20
	(b) Diluted earnings per share (₹)		13.24	13.20

See accompanying notes 1 to 57 forming part of the consolidated financial statement

In terms of our report attached

For **DELOITTE HASKINS & SELLS LLP**
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For **HDS & ASSOCIATES LLP**
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Consolidated Statement of Change in Equity

For the Year Ended 31st March, 2025

a) Equity share capital

Particulars	₹ in Crore
Balance as at 1st April, 2023	**71.97**
Changes in equity share capital during the year	268.77
Balance as at 31st March, 2024	**340.74**
Changes in equity share capital during the year	27.04
Balance as at 31st March, 2025	**367.78**

b) Instruments entirely equity in nature

Preference share capital

Particulars	₹ in Crore
Balance as at 1st April, 2023	**450.00**
Changes in preference share capital during the year	(450.00)
Balance as at 31st March, 2024	**-**
Changes in preference share capital during the year	-
Balance as at 31st March, 2025	**-**

c) Other Equity

(₹ in Crore)

Particulars	Reserve and Surplus						Other Comprehensive Income		Total other equity	Non Controlling interest	Grand Total
	Capital reserve	Capital redemption reserve	Securities premium reserve	Contingencies reserve	General reserve	Retained Earnings	Exchange differences on translating the financial statements of a foreign operation	Equity Instruments through other comprehensive income			
Balance as at 1st April, 2023	0.84	0.13	10.28	8.00	65.75	2,457.66	91.38	19.68	**2,653.72**	**1.56**	**2,655.28**
Profit for the year	-	-	-	-	-	449.76	-	-	**449.76**	**-**	**449.76**
Other comprehensive income for the year (Net of Income tax)	-	-	-	-	-	(8.51)	7.59	0.26	**(0.66)**	**-**	**(0.66)**
Premium on shares issued during the year	-	-	181.23	-	-	-	-	-	**181.23**	**-**	**181.23**
Total comprehensive income for the year	0.84	0.13	191.51	8.00	65.75	2,898.91	98.97	19.94	**3,284.05**	**1.56**	**3,285.61**
Dividend	-	-	-	-	-	(28.84)	-	-	**(28.84)**	**-**	**(28.84)**
Balance as at 31st March, 2024	**0.84**	**0.13**	**191.51**	**8.00**	**65.75**	**2,870.07**	**98.97**	**19.94**	**3,255.21**	**1.56**	**3,256.77**
Balance as at 1st April, 2024	0.84	0.13	191.51	8.00	65.75	2,870.07	98.97	19.94	**3,255.21**	1.56	**3,256.77**
Profit for the year	-	-	-	-	-	486.81	-	-	**486.81**	(0.02)	**486.79**
Other comprehensive income for the year (Net of Income tax)	-	-	-	-	-	(5.74)	(4.02)	0.01	**(9.75)**	-	**(9.75)**
Premium on shares issued during the year (Net of IPO expenses)	-	-	1,192.84	-	-	-	-	-	**1,192.84**	-	**1,192.84**
Total comprehensive income for the year	0.84	0.13	1,384.35	8.00	65.75	3,351.14	94.95	19.95	**4,925.11**	1.54	**4,926.65**
Dividend	-	-	-	-	-	(32.37)	-	-	**(32.37)**	-	**(32.37)**
Balance as at 31st March, 2025	**0.84**	**0.13**	**1,384.35**	**8.00**	**65.75**	**3,318.77**	**94.95**	**19.95**	**4,892.74**	**1.54**	**4,894.28**

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

Place: Mumbai
Date: 23rd May, 2025

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

Consolidated Statement of Cash Flow

For the Year Ended 31st March, 2025

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Cash flow from operating activities		
Profit before tax	710.01	672.62
Adjustments for :		
Depreciation and amortisation expense	491.10	494.53
Loss on property, plant and equipment sold/scrapped (net)	5.19	12.03
Interest income recognised in statement of profit or (loss)	(186.80)	(133.87)
Insurance claim received	(4.66)	(9.65)
Finance costs	629.20	577.26
Advances written off	0.22	1.07
Bad debts/unbilled revenue and sundry debit balances written off (net)	36.58	3.08
Provision for doubtful debtors / advance no longer required written back	(75.00)	-
Provision for expected credit loss	122.53	27.47
Creditors / excess provision written back	(48.11)	(17.97)
Provision for projected losses on contract (net)	(3.32)	60.13
Net foreign exchange difference	(46.01)	(53.23)
Operating profit before working capital changes	**1,630.93**	**1,633.47**
(Increase) / decrease in trade receivables (including retention monies)	156.58	(793.91)
(Increase) / decrease in inventories	616.34	(40.77)
(Increase) in contract assets	(1,949.33)	(546.65)
(Increase) / decrease in financial assets	180.15	(38.74)
(Increase) / decrease in other assets	(77.42)	65.23
Increase / (decrease) in trade payable	(732.20)	792.19
Increase / (decrease) in contract liabilities	369.09	(33.83)
(Decrease) in financial liabilities	(75.21)	(51.81)
Increase / (decrease) in other liabilities	58.08	(33.74)
Increase / (decrease) in provisions	(68.89)	6.13
Cash generated from operations	**108.12**	**957.57**
(Payment) of Income Tax	(240.32)	(250.12)
Net Cash flow (used in) / generated from operating activities	**(132.20)**	**707.45**
Cash flow from investing activities		
Payments for property, plant and equipment	(344.49)	(716.40)
Proceeds from sale of property, plant and equipment	6.47	34.04
Investment in other bank balance redeemed	174.23	9.25
Investment in other bank balance (made)	(245.29)	(211.60)
Interest received	273.07	16.50
Insurance claim received	4.66	9.65
Net Cash flow (used in) investing activities	**(131.35)**	**(858.56)**
Cash flow from financing activities		
Proceeds from long-term borrowings	227.42	201.63
Repayment of long-term borrowings	(229.87)	(200.42)
Proceeds / (Repayment) from short-term borrowings - net	(219.02)	888.64
Finance costs paid	(627.02)	(574.93)
Proceeds from Initial Public Offer	1,250.00	-
IPO Expenses	(30.12)	-
Principal element of lease payments (net)	(49.08)	(40.56)
Dividend paid on equity shares	(32.33)	(28.79)
Dividend paid on preference shares	(0.04)	(0.05)
Net Cash flow generated from financing activities	**289.94**	**245.52**
Net increase in cash and cash equivalents	**26.39**	**94.41**
Cash and cash equivalents at the beginning of the year	413.26	319.32
Effects of exchange rate changes on cash and cash equivalents	0.52	(0.47)
Cash and cash equivalents at the end of the year	**440.17**	**413.26**
Non-Cash financing and investing activities		
Acquisition of Right-of-use assets	92.16	63.75

Note

1. The above Cash flow statement has been prepared under the "Indirect Method" set out in Ind AS 7 'Cash Flow Statements'.

Consolidated Statement of Cash Flow
for the year ended 31st March, 2025 (Continued)

Net debt reconciliation

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Cash and Cash equivalent	440.17	413.26
Liquid investments	330.39	253.00
Lease liabilities	(107.58)	(68.23)
Current / Non-current borrowings	(2,235.72)	(2,455.01)
Net Debt	**(1,572.74)**	**(1,856.98)**

(₹ in Crore)

Particulars	Other assets		Liabilities from financing activities		Total
	Cash and cash equivalent	Liquid investment	Lease liabilities	Borrowings	
Net Debt as on 1st April, 2023	**319.32**	**58.12**	**(49.43)**	**(1,562.83)**	**(1,234.82)**
Cash flows	94.41	194.88	-	(889.85)	**(600.56)**
Acquisitions - leases (net)	-	-	(59.01)	-	**(59.01)**
Lease payments	-	-	40.35	-	**40.35**
Foreign exchange adjustments	(0.47)	-	(0.14)	-	**(0.61)**
Interest expense	-	-	(4.43)	(348.82)	**(353.25)**
Interest paid	-	-	4.43	346.49	**350.92**
Net Debt as on 31st March, 2024	**413.26**	**253.00**	**(68.23)**	**(2,455.01)**	**(1,856.98)**
Cash flows	26.39	77.39	-	221.47	**325.25**
Acquisitions - leases (net)	-	-	(88.49)	-	**(88.49)**
Lease payments	-	-	49.08	-	**49.08**
Foreign exchange adjustments	0.52	-	0.06	-	**0.58**
Interest expense	-	-	(7.85)	(344.48)	**(352.33)**
Interest paid	-	-	7.85	342.30	**350.15**
Net Debt as on 31st March, 2025	**440.17**	**330.39**	**(107.58)**	**(2,235.72)**	**(1,572.74)**

In terms of our report attached

For DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS
Firm Registration No.117366W/W-100018

Nilesh Shah
Partner
Membership No. 049660

For HDS & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
Firm Registration No. W100144

Suresh K. Joshi
Partner
Membership No. 030035

Place: Mumbai
Date: 23rd May, 2025

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

NOTE 1: GENERAL INFORMATION

Afcons Infrastructure Limited (the "Company" or "Afcons") is a limited company incorporated in India. Shapoorji Pallonji and Company Private Limited was the Parent Company upto 12th January, 2024. Upon conversion of convertible preference shares, Goswami Infratech Private Limited has become the Parent Company w.e.f 13th January, 2024 till 03rd November 2024.On 4th November 2024, Company has completed Initial Public Offering (IPO), pursuant to which its equity shares were listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). During the year, the Company got listed on stock exchange.

The Company together with its Joint operations and subsidiaries (as detailed in note 2.a & 2.b) is herein after referred to as the 'Group'.

The address of its registered office is "Afcons House", 16 Shah Industrial Estate, Veera Desai Road, Andheri (West), Mumbai 400 053 and principal place of business is Mumbai, India. The principal activity of the Group is infrastructure activities. Afcons has a presence in almost the entire spectrum of infrastructure activities in India and overseas. The Group is engaged in marine works, highways, bridges, metro works, power houses, tunnels, oil and gas, LNG tanks and other general civil engineering projects both in India and Africa and Mideast countries.

A. Basis of preparation and presentation

i) Compliance with Ind AS

The consolidated financial statements of Afcons Infrastructure Limited ("The Company" or "Afcons") has been prepared in accordance with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

ii) Historical cost convention

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting year, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for consolidated financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

iii) Operating cycle

The consolidated balance sheet presents current and non-current assets, and current and non-current liabilities, as separate classifications. For this purpose, an asset is classified as current if:

- It is held primarily for the purpose of trading; or
- It is expected to realise the asset within 12 months after the reporting period; or
- The asset is a cash or equivalent unless it is restricted from being exchanged or used to settle liability for at least 12 months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- It is held primarily for the purpose of trading; or
- It is due to be settled within 12 months after the reporting period; or
- The Group does not have an unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could result in its settlement by the

Notes Forming Part of the Consolidated Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

iv) Basis of consolidation

The consolidated financial statement incorporates the financial statement of the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

The financial statements of the Group and its Subsidiary Companies have been consolidated on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as that of the Company.

Equity Method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the net assets of the associate, since the acquisition date. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of investee is recognised as Goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment is recognised in equity as Capital reserve, in the period in which the investment is acquired.

The Consolidated Statement of Profit and Loss reflects the Group's share of the results of operations of the associate. Any change in Other Comprehensive Income (OCI) is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of that changes, when applicable, in the Consolidated Statement of Changes in Equity. Unrealised gains or losses, resulting from transactions between the Group and the associate, are eliminated to the extent of the interest in the associate.

When the Group's share of losses of an associate or equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profit equals the share of losses not recognised.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 1.B.14.3 below.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group's share of the results, assets and liabilities of contracts carried out in conjunction with another party are included under each relevant heading in the consolidated financial statement.

Material Accounting policies

1.B.1. Goodwill

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.B.2. a) Interests in Joint Operations

Company enters into Joint Venture arrangement with other parties for execution of construction arrangements for which an unincorporated vehicle is formed having an independent legal status for the tax purpose i.e. Association of person/ Body of individual etc. Such arrangement (also called as joint operations) is considered as extension of business, if in accordance with the terms of the arrangement, Company acts as a principal and remains solely liable for the executing the entire project on its own, funding or contributing assets and is also responsible for all the liabilities in the unincorporated vehicle. Accordingly, all the assets, liabilities, revenue and expenses pertaining to such unincorporated vehicle is consolidated in the separate financial statements of the Company.

Similarly, in case the Company is acting as an agent in such kind of arrangements, where the other party to the arrangement is solely liable for the executing the entire project on its own, funding or contributing assets and is also responsible for all the liabilities in the unincorporated vehicle. Accordingly, the Company recognises its share of profits/fees as determined in the arrangement in the separate financial statements of the Company.

1.B.2. b) Interest in unincorporated Joint ventures

When the Company enters into a joint venture (JV) arrangement with other parties and an unincorporated vehicle is formed which has a separate status for tax purposes (i.e. Association of person/Body of individual etc.) and if as per the terms of agreement, the Company remains liable for all the liabilities of the unincorporated vehicle and is also responsible for funding or contributing assets to the unincorporated vehicle for construction activity, this unincorporated vehicle (also considered and called as Joint operation) has been considered as an extension of the Company from accounting point of view and assets, liabilities, revenue and expenses are consolidated on the basis of its share in the operations in the separate financial statement of the Company.

1.B.3. Revenue recognition

Sale of goods

Revenue from sale of goods is recognised upon satisfaction of performance obligations, i.e. at a point of time, which occurs when the control is transferred to the customer. Customers obtain control as per the incoterms. Invoices are issued according to contractual terms and are usually payable as per the credit period agreed with the customer.

Rendering of services:

Revenue from providing services is recognised in the accounting period in which the services are rendered.

Invoices are issued according to contractual terms and are usually payable as per the credit period agreed with the customer.

Construction contracts:

The Group recognises revenue from engineering, procurement and construction contracts ('EPC') over the period of time, as performance obligations are satisfied over time due to continuous transfer of control to the customer. EPC contracts are generally accounted for as a single performance obligation as it involves complex integration of goods and services.

The performance obligations are satisfied over time as the work progresses. The Group recognises revenue using input method (i.e. percentage-of-completion method), based primarily on contract cost incurred to date compared to total estimated contract costs. Changes to total estimated contract costs, if any, are recognised in the period in which they are determined as assessed at the contract level. If the consideration in the contract includes price variation clause or there are amendments in contracts, the Group estimates the amount of consideration to which it will be entitled in exchange for work performed.

Due to the nature of the work required to be performed on the performance obligations, the estimation of total revenue and cost at completion is complex, subject to many variables and requires significant judgement. Variability in the transaction price arises primarily due to liquidated damages, price variation clauses, changes in scope, incentives, discounts, if any. The Group considers its experience with similar transactions and expectations regarding the contract in estimating the amount of variable consideration to which it will be entitled and determining whether the estimated variable consideration should be constrained. The Group includes estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Various agreements are entered with customers wherein the Group pays a certain portion of the finance cost to the funding agencies of the project. In practice, these payments are considered as payment on behalf of the customer. These payments are not related to a distinct service or product by customer. An estimated amount to be paid over the lifecycle of the project is calculated and accordingly the same is accounted for as a reduction of contract revenue.

Progress billings are generally issued upon completion of certain phases of the work as stipulated in the contract. Billing terms of the over-time contracts vary but are generally based on achieving specified milestones. The difference between the timing of revenue recognised and customer billings result in changes to contract assets and contract liabilities. Payment is generally due upon receipt of the invoice, payable within 90 days or less. Contractual retention amounts billed to the customers are generally due upon expiration of the contract period or any other conditions as mentioned in the contract.

The contracts generally result in revenue recognised in excess of billings which are presented as contract assets on the statement of financial position. Amounts billed and due from customers are classified as receivables on the statement of financial position. The portion of the payments retained by the customer until final contract settlement is not considered a significant financing component since it is usually intended to provide customer with a form of security for Group's remaining performance as specified under the contract, which is consistent with the industry practice. Contract liabilities represent amounts billed to customers in excess of revenue recognised till date. A liability is recognised for advance payments and it is not considered as a significant financing component since it is used to meet working capital requirements at the time of project mobilisation stage. The same is presented as contract liability in the statement of financial position. Amounts received before the related work is performed are disclosed in the Balance Sheet as contract liability and termed as "Advances from customer".

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

For construction contracts the control is transferred over time and revenue is recognised based on the extent of progress towards completion of the performance obligations. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. The percentage of completion is based primarily on contract cost incurred to date compared to total estimated contract cost for each contract in order to reflect the effective completion of the project. This percentage of completion could be based on technical milestones or as per the contractual terms specified. A construction contract is considered completed when the last technical milestone is achieved, which occurs upon contractual transfer of ownership of the asset.

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other operating income

Income from export incentives is recognised on cash basis to the extent the ultimate realisation is reasonably certain.

1.B.4. Foreign currencies

(i) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statement is presented in Indian Rupee (₹), which is Group's functional and presentation currency. For each entity (branches, subsidiaries and Joint operations), the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

In preparing these consolidated financial statements, the Group has applied following policies:

A) Foreign Branches of the Group (outside India with functional currency other than presentation currency): -

1. Income and expense items are translated at the exchange rates at the dates of the transactions and all resulting exchange differences are recognised in the Statement of Profit and Loss.

2. Non-monetary assets and liabilities are measured in terms of historical cost in foreign currencies and are not translated at the rates prevailing at the reporting period. Monetary assets and liabilities are translated at the rates prevailing at the end of each reporting period. Exchange differences on translations are recognised in the Consolidated Statement of Profit and Loss.

B) Joint Operations and subsidiaries outside India with functional currency other than presentation currency:

1. Assets and liabilities, both monetary and nonmonetary are translated at the rates prevailing at the end of each reporting year.

2. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

(ii) Foreign currency transactions and balances

In preparing the consolidated financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise except for:

- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a foreign operation, or a partial disposal of an interest in a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group are reclassified to profit or loss.

In addition, in relation to a partial disposal of a foreign operation that does not result in the Group losing control over the foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences on such items are recognised in other comprehensive income.

1.B.5. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.B.6. Employee benefits

1.B.6.1 Retirement benefit costs and termination benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences and leave encashment.

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less fair value of plan assets.

For defined retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognised in the consolidated financial statements represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

1.B.6.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of salaries, wages and other short term employee benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Provision for leave benefits to employees is based on actuarial valuation done by projected accrued benefit method at the reporting date.

1.B.7 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

1.B.7.1 Current tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

1.B.7.2 Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and interest in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that the taxation authority will accept tax position taken by the Group. Uncertain tax positions are reflected in the overall measurement of the Group's tax expense and are based on the most likely amount or the expected value arrived at by the Group which provides a better prediction of the resolution of uncertainty. Uncertain tax positions are monitored and updated as and when new information becomes available, typically upon examination or action by the taxing authorities or through statute expiration and judicial precedent. The Group considers whether a particular amount payable or receivable for interest and penalties is an income tax, in which case Ind AS 12 is applied to that amount. When an amount payable for interest and penalties is determined to be within the scope of Ind AS 37, it is presented as part of financing cost or other expenses, respectively unless when there is an overall settlement with tax authority and the interest and penalties cannot be identified separately in which case it is determined to be part of income taxes.

1.B.7.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1.B.8 Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. It also includes initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Replacement cost of an item of property, plant and equipment is capitalised if replacement meets the recognition criteria.

Carrying amount of items replaced is derecognised. Cost of major inspections is recognised in the carrying amount of property, plant and equipment as a replacement, if recognition criteria are satisfied and any remaining carrying amount of the cost of previous inspection is derecognised.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised (if they meet the asset recognition criteria) and depreciated over the useful life of the principal item of the relevant assets. Depreciation is recognised using straight-line method so as to write off the cost of the assets (other than freehold land and capital work-in-progress) less their residual values over their useful life specified in Schedule II to the Act, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Subsequent expenditure on property plant and equipment after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Estimated useful lives of the assets are as follows:

Buildings	- 60 years
Furniture and fixtures	- 10 years
Vehicles	- 8 - 9 years
Office equipment	- 5 years

Freehold land is not depreciated

For following assets estimated useful life is different than the useful life prescribed in schedule II to the Companies Act, 2013 and has been assessed on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Plant & Equipment (except Tunnel Boring Machines), Concreting, Crushing, Piling, Road making, Laboratory & Welding Equipment, Floating Equipment - 20 Years.

Tunnel Boring Machines - Length of the tunnel bored over life of the construction project for where it is used.

Cost of shuttering materials, issued to jobs, is charged off equally over a period of 4 years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

1.B.8.1 Capital work-in-progress

Property, plant and equipment that are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

1.B.9 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Useful life is as below:

Computer software - 5 years

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses from derecognition of an intangible asset, measured at the difference between the net disposal proceeds and the carrying amount of the asset, is recognised in profit or loss when the asset is derecognised.

1.B.10 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.B.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Cost is determined on the basis of weighted average method.

1.B.12 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

A contingent liability is disclosed where there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent assets are not recognised. Information on contingent liabilities is disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote.

1.B.13 Financial instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are adjusted in the carrying amount of such financial assets and financial liabilities. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Consolidated Statement of Profit and Loss.

1.B.14 Financial assets

Classification and subsequent measurement of financial assets

1.B.14.1 Classification of financial assets

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification is done depending upon the Group's business model for managing the financial assets and the contractual terms of the cash flows. Classification for investments made in debt instruments will depend on the business model in which the investment is held. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

1.B.14.2 Subsequent measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost e.g. Debentures, Bonds etc. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

Fair value through other comprehensive income

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

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- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or fair value through OCI, are measured at fair value through profit or loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

Equity instruments

Investments in equity instruments at FVTPL

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for equity instruments which are not held for trading.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserve for 'equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

1.B.14.3 Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, lease receivables, trade receivables, contract assets, other contractual rights to receive cash or other financial asset.

For trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables and contract assets, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information. The group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 49.8 details how the group determines whether there has been a significant increase in credit risk.

1.B.14.4 Effective interest method

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the Consolidated Statement of Profit and Loss.

1.B.14.5 De-recognition of financial assets

A financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

1.B.15 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

1.B.15.1 Classification and subsequent measurement

Financial liabilities are measured at amortised cost.

Financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

1.B.15.2 De-recognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

1.B.15.3 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income' as 'Net foreign exchange gains/(losses)'.

1.B.16 Derivative financial instruments

The Group enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate, foreign exchange rate risks and commodity prices. The Group does not hold derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

1.B.17 Leases:

The Group as lessee:

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the group. Contracts may contain both lease and non-lease components. The Group has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

1) **Lease Liabilities**

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the lease payments. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that are initially measured using the index or a rate at the commencement date and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the lessee's incremental borrowing rate (since the interest rate implicit in the lease cannot be easily determined). Incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2) **Right-of-use assets**

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, lease payments made before the commencement date, any initial direct costs and restorations cost.

Right-of-use assets are depreciated over the lease term on a straight-line basis. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

Deferred tax on the deductible temporary difference and taxable temporary differences in respect of carrying value of right of use assets and lease liability and their respective tax bases are recognised on a net basis.

3) Short term leases and leases of low value assets

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise assets having value less than ₹ 350,000.

1.B.18 Securities Premium

(i) Securities premium includes the difference between the face value of the equity shares and the consideration received in respect of shares issued.

(ii) The issue expenses of securities which qualify as equity instruments are written off against securities premium.

1.B.19 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year by the weighted average number of equity shares outstanding during the year.

Ordinary shares to be issued upon conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Diluted earnings per share is computed by dividing the profit / (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

1.B.20 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of Afcons Infrastructure Limited assesses the financial performance and position of the Group, and makes strategic decisions. The board of directors, which has been identified as being the chief operating decision maker, consists of the key managerial personnel and the directors who are in charge of the corporate planning. Refer note 32 for segment information presented.

1.B.21 Credit Risk

The Group assess on a forward-looking basis the expected credit losses associated with its assets measured at amortised cost which includes lease receivables, trade receivables, other contractual rights to receive cash etc. The impairment methodology applied depends on whether there has been a significant increase in the credit risk since initial recognition of these financial assets. For the evaluation, the Group considers historical credit loss experience and adjusted for forward-looking information. Note 49.8 details how the Group determines whether there has been a significant increase in credit risk.

1.B.22 Government grants, subsidies and export incentives

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

C. Critical estimates and judgements

a) Revenue recognition

The Group's revenue recognition policy, which is set out in Note 1.B.3, is central to how the Group values the work it has carried out in each financial year.

These policies require forecasts to be made of the outcomes of long-term construction services, which require assessments and judgements to be made on changes in scope of work and claims and variations.

Across construction services there are several long-term and complex projects where the Group has incorporated significant judgements over contractual entitlements. The range of potential outcomes could result in a materially positive or negative change to underlying profitability and cash flow.

Estimates are also required with respect to the below mentioned aspects of the contract.

- Determination of stage of completion;
- Estimation of project completion date;
- Provisions for foreseeable losses; and
- Estimated total revenues and estimated total costs to completion, including claims and variations.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Revenue and costs in respect of construction contracts are recognised by reference to the stage of completion of the contract activity at the end of the reporting period, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that the amount can be measured reliably and its receipt is considered probable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

b) Taxation

The Group is subject to tax in a number of jurisdictions and judgement is required in determining the worldwide provision for income taxes.

The uncertain tax positions are measured at the amount expected to be paid to taxation authorities when the Group determines that the probable outflow of economic resources will occur. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

c) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. There are certain obligations which managements have concluded based on all available facts and circumstances are not probable of payment or difficult to quantify reliably and such obligations are treated as contingent liabilities and disclosed in the notes but are not provided for in the consolidated financial statements. Although there can be no assurance of the final outcome of the legal proceedings in which the Group is involved it is not expected that such contingencies will have material effect on its financial position or profitability.

d) Useful lives of property, plant and equipment

As described at note 1.B.8 above, the Group reviews the estimated useful lives of property, plant and equipment and residual values at the end of each reporting period. There was no change in the useful life and residual values of property, plant and equipment as compared to previous year.

e) Impairment of trade receivables and contract assets

The Group has recognised trade receivables with a carrying value of ₹ 3,458.23 Crore (as at 31st March, 2024: ₹ 3,620.19 Crore). The recoverability of trade receivables is regularly reviewed in the light of the available economic information specific to each receivable and specific provisions are recognised for balances considered to be irrecoverable.

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, credit risk, existing market conditions as well as forward looking estimates at the end of each reporting period. The expected credit loss allowance for trade receivables is made based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Where the actual cash shortfalls vary from those estimated, these could impact the level of profit or loss recognised by the Group. The same policies are followed for contract assets.

f) Retirement benefit obligations

Details of the Group's defined benefit pension schemes are set out in Note 1.B.6.1, including tables showing the sensitivity of the pension scheme obligations and assets to different actuarial assumptions.

The present value of defined benefit obligations is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period that have terms approximating to the terms of the related obligation.

g) Arbitration claims

The forecast profit on contracts includes key judgements over the expected recovery of costs arising from the following: variations to the contract requested by the customer, compensation events, and claims made by the Group for delays or other additional costs for which the customer is liable. These claims could result in disputes that get settled through an arbitration process wherein the outcome of these awards including the timing and the amount (including interest

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thereon) requires a reasonable degree of estimation. The inclusion of these amounts requires estimation of their recoverability and could impact the level of profit or loss recognised by the Group.

h) Classification of assets / liabilities as Current and Non-current

The balance sheet presents current and non-current assets and current and non-current liabilities, as separate classifications. This classification involves managements estimate on expected realisation of assets and settlement of liabilities within 12 months after the reporting year.

i) Classification of Joint Arrangement as a Joint Operation /Joint Venture

A Joint Operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangements. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When an entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

a) Its assets, including its share of any assets held jointly;

b) Its liabilities, including its share of any liabilities incurred jointly;

c) Its revenue from the sale of the output arising from the joint operation;

d) Its share of the revenue from the sale of the output by the joint operation and

e) Its expenses, including its share of any expenses incurred jointly.

Accordingly, the Group has evaluated all its joint arrangements on the basis of the contractual arrangements entered into between the parties to the joint arrangements for execution of the project irrespective of the legal form.

D. Recent Indian Accounting Standards (Ind AS)

Ministry of Company Affairs notifies new standards or amendments to the existing standards. There is no such notification which would have been effective from 1st April, 2025.

NOTE 2(A): DETAILS OF SUBSIDIARIES AT THE END OF THE REPORTING YEAR ARE AS FOLLOWS.

Name of subsidiary	Country of incorporation	Place of Activity	Principal Activity	Percentage holding-share
Hazarat and Company Private Limited	India	India	Other	100%
Afcons Corrosion Protection Private Limited	India	India	Cathodic Protection	100%
Afcons Hydrocarbons Engineering Private Limited	India	India	Other	100%
Afcons Oil & Gas Services Private Limited^^	India	India	Infrastructure	100%
Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL*	Kuwait	Kuwait	Infrastructure	49%
Afcons Construction Mideast LLC	U.A.E	U.A.E	Infrastructure	100%
Afcons Gulf International Projects Services FZE #	U.A.E.	U.A.E.	Investment	100%
Afcons Mauritius Infrastructure Limited	Mauritius	India	Investment	100%
Afcons Overseas Singapore Pte Limited $	Singapore	Guinea, Mauritania, Ivory coast	Infrastructure	100%
Afcons Infra Projects Kazakhstan LLP %	Kazakhstan	Kazakhstan	Infrastructure	100%
Afcons Overseas Project Gabon SARL %	Gabon	Gabon	Infrastructure	100%
Afcons Contracting Company (w.e.f. from 1st August, 2024) **	Saudi Arabia	Saudi Arabia	Infrastructure	90%

* Although, the parent Company has less than a majority of the voting rights of the investee, it has power over the investee as the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

^^ During the previous year Parent Company has acquired balance 26% shares of Afcons Oil & Gas Services Private Limited.

$ During the year Parent Company has acquired balance 0.99% shares of Afcons Overses Singapore Pte Limited from Afcons Mauritius Infrastructure Limited.

Subsidiary of Afcons Mauritius Infrastructure Limited.

** During the year, Afcons has invested upto the stake of 90% shares of Afcons Contracting Company, which was formed on 1st August, 2024.

% Subsidiary of Afcons Overseas Singapore Pte Limited.

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NOTE 2(B): DETAILS OF JOINT OPERATIONS AT THE END OF THE REPORTING YEAR ARE AS FOLLOWS.

Name of joint operations	Country of incorporation	Place of Activity	Principal Activity	Percentage holding-share
Dahej Standby Jetty Project Undertaking	India	India	Infrastructure	100%
Afcons Gunanusa Joint Venture	India	India	Infrastructure	100%
Afcons Pauling Joint Venture	India	India	Infrastructure	100%
Afcons Sibmost Joint Venture	India	India	Infrastructure	100%
Afcons Vijeta PES Joint Venture	India	India	Infrastructure	100%
Afcons SMC Joint Venture	India	Tanzania	Infrastructure	100%
Afcons - Vijeta Joint Venture	India	India	Infrastructure	100%
Afcons JAL Joint Venture	India	India	Infrastructure	100%
Transtonnelstroy Afcons Joint Venture	India	India	Infrastructure	99%
Afcons KPTL Joint Venture	India	Bangladesh	Infrastructure	51%
Afcons Sener LNG Construction Projects Private Limited	India	India	Infrastructure	49%
Ircon Afcons Joint Venture (wound up on 30th September, 2024)	India	Bangladesh	Infrastructure	47%
Strabag AG Afcons Joint Venture	India	India	Infrastructure	40%
Afcons Infrastructure Ltd and Vijeta Projects and Infrastructures Ltd Joint Venture	India	Tanzania	Infrastructure	100%
Afcons - Vijeta JV	India	Zimbabwe	Infrastructure	100%
Afcons - Hindustan Joint Venture	India	India	Infrastructure	100%

NOTE NO. 3.A. PROPERTY, PLANT AND EQUIPMENT

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2024	Additions	Disposals	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Depreciation for the year	Disposals	Balance as at 31st March, 2025	Balance as at 31st March, 2025
(a) Freehold land	204.47	-	-	204.47	-	-	-	-	204.47
(b) Buildings	52.39	-	-	52.39	22.84	1.04	-	23.88	28.51
(c) Plant and equipment	3,651.31	249.42	(24.89)	3,875.84	1,819.50	295.63	(16.30)	2,098.83	1,777.01
(d) Furniture and fixtures	84.14	8.29	(1.26)	91.17	33.86	7.60	(0.62)	40.84	50.33
(e) Vehicles	59.88	11.69	(2.47)	69.10	27.04	5.78	(0.51)	32.31	36.79
(f) Office equipments	66.74	6.69	(3.83)	69.60	47.02	8.02	(3.36)	51.68	17.92
(g) Leasehold improvements	2.79	-	-	2.79	2.79	-	-	2.79	-
(h) Floating equipments	395.80	3.34	-	399.14	131.23	26.63	-	157.86	241.28
(i) Laboratory equipments	4.16	0.09	-	4.25	1.58	0.18	-	1.76	2.49
(j) Shuttering materials	613.96	42.29	(0.17)	656.08	459.65	58.92	(0.17)	518.40	137.68
(k) Accessories and attachments	255.76	46.71	-	302.47	130.75	37.34	-	168.09	134.38
Total	**5,391.40**	**368.52**	**(32.62)**	**5,727.30**	**2,676.26**	**441.14**	**(20.96)**	**3,096.44**	**2,630.86**

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Previous year

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Depreciation for the year	Disposals	Balance as at 31st March, 2024	Balance as at 3131st March, 2024
(a) Freehold land	204.47	-	-	204.47	-	-	-	-	204.47
(b) Buildings	52.39	-	-	52.39	21.80	1.04	-	22.84	29.55
(c) Plant and equipment	3,214.16	470.54	(33.39)	3,651.31	1,547.57	296.09	(24.16)	1,819.50	1,831.81
(d) Furniture and fixtures	82.81	8.65	(7.32)	84.14	32.08	7.65	(5.87)	33.86	50.28
(e) Vehicles	51.59	16.89	(8.60)	59.88	27.80	4.75	(5.51)	27.04	32.84
(f) Office equipments	67.15	8.21	(8.62)	66.74	46.52	8.32	(7.82)	47.02	19.72
(g) Leasehold improvements	2.79	-	-	2.79	2.79	-	-	2.79	-
(h) Floating equipments	345.28	83.73	(33.21)	395.80	111.06	21.88	(1.71)	131.23	264.57
(i) Laboratory equipments	4.10	0.06	-	4.16	1.40	0.18	-	1.58	2.58
(j) Shuttering materials	505.77	108.19	-	613.96	372.71	86.94	-	459.65	154.31
(k) Accessories and attachments	185.24	70.52	-	255.76	103.27	27.48	-	130.75	125.01
Total	**4,715.75**	**766.79**	**(91.14)**	**5,391.40**	**2,267.00**	**454.33**	**(45.07)**	**2,676.26**	**2,715.14**

Notes:

Freehold land with a carrying amount of ₹ 203.00 Crore (As at 31st March, 2024 ₹ 203.00 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No. 14 and 20.

Buildings carrying amount of ₹ 28.51 Crore (As at 31st March, 2024 ₹ 21.82 Crore) has been secured by equitable mortgage with consortium banks. Refer Note No. 14 and 20.

Plant and machinery, vehicles, office equipments, floating equipments, laboratory equipments and accessories and attachments with a carrying amount of ₹ 2,185.93 Crore (As at 31st March, 2024 ₹ 2,250.32 Crore) has been secured by way of hypothecation in favour of term lenders and consortium banks have been secured through indenture of mortgage. Refer Note No.14 and 20.

NOTE NO. 3.B. CAPITAL WORK-IN-PROGRESS:

Capital Work-in-Progress - Movement

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening Balance	43.07	183.60
Add: Additions during the year	32.68	24.78
Less: Capitalised during the year	(42.90)	(165.31)
Closing Balance	32.85	43.07

Capital Work-in-Progress - Ageing Schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Project in progress	32.85	-	-	-	**32.85**
Projects temporarily suspended	-	-	-	-	**-**

(₹ in Crore)

Previous Year	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Project in progress	43.07	-	-	-	**43.07**
Projects temporarily suspended	-	-	-	-	**-**

The Company does not have any CWIP whose completion is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable .

NOTE NO. 3.C. GOODWILL

(₹ in Crore)

Cost or deemed cost	Balance as at 31st March, 2025	Balance as at 31st March, 2024
Balance at beginning of the year	0.14	0.14
Effect of foreign currency exchange differences	-	-
Balance at end of the year	**0.14**	**0.14**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO. 3.D. INTANGIBLE ASSETS

(₹ in Crore)

Particulars	Gross carrying value				Amortisation				Net carrying value
	Balance as at 1st April, 2024	Additions	Disposals	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Amortisation for the year	Disposals	Balance as at 31st March, 2025	Balance as at 31st March, 2025
Computer software - acquired	13.22	-	-	13.22	12.62	0.05	-	12.67	0.55
Total	**13.22**	**-**	**-**	**13.22**	**12.62**	**0.05**	**-**	**12.67**	**0.55**

Previous Year

(₹ in Crore)

Particulars	Gross carrying value				Amortisation				Net carrying value
	Balance as at 1st April, 2023	Additions	Disposals	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Amortisation for the year	Disposals	Balance as at 31st March, 2024	Balance as at 31st March, 2024
Computer software - acquired	13.19	0.03	-	13.22	12.58	0.04	-	12.62	0.60
Total	**13.19**	**0.03**	**-**	**13.22**	**12.58**	**0.04**	**-**	**12.62**	**0.60**

NOTE NO. 3.E. RIGHT-OF-USE ASSET

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2024	Additions	Deletions due to discontinued agreements	Balance as at 31st March, 2025	Balance as at 1st April, 2024	Depreciation for the year	Depreciation on deletions	Balance as at 31st March, 2025	Balance as at 31st March, 2025
Land	114.94	61.21	(13.86)	162.29	85.19	26.45	(10.77)	100.87	61.42
Buildings	123.39	30.95	(1.43)	152.91	85.23	23.46	(0.79)	107.90	45.01
Total	**238.33**	**92.16**	**(15.29)**	**315.20**	**170.42**	**49.91**	**(11.56)**	**208.77**	**106.43**

Previous Year

(₹ in Crore)

Particulars	Gross carrying value				Depreciation				Net carrying value
	Balance as at 1st April, 2023	Additions	Deletions due to discontinued agreements	Balance as at 31st March, 2024	Balance as at 1st April, 2023	Depreciation for the year	Depreciation on deletions	Balance as at 31st March, 2024	Balance as at 31st March, 2024
Land	105.56	13.54	(4.16)	114.94	63.15	24.68	(2.64)	85.19	29.75
Buildings	83.52	50.21	(10.34)	123.39	77.21	15.48	(7.46)	85.23	38.16
Total	**189.08**	**63.75**	**(14.50)**	**238.33**	**140.36**	**40.16**	**(10.10)**	**170.42**	**67.91**

Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). For leases of Land or Building and equipment, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate);
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate);
- The Group also considers other factors including the costs and business disruption required to replace the leased asset;
- Most extension options in the leases have not been included in the lease liability, because the Group could replace the assets without significant cost or business disruption.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO. 4. NON-CURRENT INVESTMENTS

Particulars	Face Value	As at 31st March, 2025		As at 31st March, 2024	
		Quantity	Amount ₹ in Crore	Quantity	Amount ₹ in Crore
Investment in equity instruments at fair value through other comprehensive income					
Quoted Investments (fully paid)					
Investment in equity instruments :					
Hindustan Oil Exploration Company Limited	₹ 10	40,072	0.69	40,072	0.71
Hindustan Construction Company Limited	₹ 1	2,000	0.01	2,000	0.01
Simplex Infrastructures Limited	₹ 2	500	0.02	500	0.01
ITD Cementation India Limited	₹ 1	1,000	0.06	1,000	0.04
Gammon India Limited	₹ 2	250	#	250	#
Total aggregate quoted investments			**0.78**		**0.77**
Unquoted investments (fully paid)					
Investment in equity instruments :					
Simar Port Private Limited	₹ 10	1,000	#	1,000	#
Total aggregate unquoted investments			**#**		**#**
# Amount is below the rounding off norms adopted by the group.					
Total investments			**0.78**		**0.77**
Aggregate carrying amount of quoted investments			0.30		0.30
Aggregate market value of quoted investments			0.78		0.77
Aggregate carrying amount of unquoted investments			#		#

(₹ in Crore)

Category-wise other investments - as per Ind-AS 109 classification:	As at 31st March, 2025	As at 31st March, 2024
Financial assets measured at FVTPL	-	-
Financial assets carried at FVTOCI - equity instruments	0.78	0.77
Financial assets carried at amortised cost	-	-
	0.78	**0.77**

NOTE NO 5. TRADE RECEIVABLES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
From Customers:				
a) Unsecured, Considered good (including retention monies)	2,426.58	603.94	2,680.89	459.56
b) Having Significant increase in credit risk	45.72	87.83	-	87.77
	2,472.30	**691.77**	**2,680.89**	**547.33**
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	45.72	87.83	-	87.77
	2,426.58	**603.94**	**2,680.89**	**459.56**
From Related parties (Refer note 34)				
a) Unsecured, Considered good (including retention monies)	352.74	74.97	440.10	39.64
b) Having Significant increase in credit risk	3.32	9.67	-	14.04
	356.06	**84.64**	**440.10**	**53.68**
Less: Allowance for bad and doubtful receivables (expected credit loss allowance)	3.32	9.67	-	14.04
	352.74	**74.97**	**440.10**	**39.64**
Total	**2,779.32**	**678.91**	**3,120.99**	**499.20**

NOTE NO. 5.1.A. - MOVEMENT IN ALLOWANCE FOR BAD AND DOUBTFUL RECEIVABLES (EXPECTED CREDIT LOSS ALLOWANCE)

(₹ in Crore)

Particulars	Current	Non Current
Balance as at 1st April, 2023	-	84.60
Add: Created during the year	-	17.21
Less: Released during the year	-	-
Balance as at 31st March, 2024	-	**101.81**
Add: Created during the year	49.04	18.16
Less: Released during the year	-	(22.47)
Balance as at 31st March, 2025	**49.04**	**97.50**

NOTE NO. 5.1.B. - TRADE RECEIVABLES AGEING SCHEDULE

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good (Current)	922.59	867.37	194.71	125.39	172.45	30.13	**2,312.64**
(ii) Which have significant increase in credit risk (Current)	15.30	23.42	1.90	0.88	1.66	1.11	**44.27**
(iii) Considered good (Non-Current)	173.74	0.12	-	3.58	-	79.91	**257.35**
(iv) Which have significant increase in credit risk (Non-Current)	1.75	-	-	0.01	-	18.66	**20.42**
Disputed Trade Receivables							
(i) Considered good (Current)	0.06	15.97	84.07	86.01	85.14	195.43	**466.68**
(ii) Which have significant increase in credit risk (Current)	-	0.16	0.85	0.87	0.86	2.03	**4.77**
(iii) Considered good (Non-Current)	-	-	-	5.97	-	415.59	**421.56**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	0.06	-	77.02	**77.08**
Sub-total - Trade Receivables							**3,604.77**
Less: Allowance for expected credit loss							**(146.54)**
Total							**3,458.23**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Previous Year

(₹ in Crore)

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered good (Current)	993.01	1,184.47	194.29	204.50	54.51	64.12	**2,694.90**
(ii) Which have significant increase in credit risk (Current)	-	-	-	-	-	-	**-**
(iii) Considered good (Non-Current)	-	-	1.30	2.29	-	89.43	**93.02**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	-	-	-	**-**
Disputed Trade Receivables							
(i) Considered good (Current)	0.06	51.13	35.78	141.65	22.91	174.56	**426.09**
(ii) Which have significant increase in credit risk (Current)	-	-	-	-	-	-	**-**
(iii) Considered good (Non-Current)	-	6.03	-	-	141.89	258.26	**406.18**
(iv) Which have significant increase in credit risk (Non-Current)	-	-	-	-	**-**	101.81	**101.81**
Sub-total - Trade Receivables							**3,722.00**
Less: Allowance for expected credit loss							**(101.81)**
Total							**3,620.19**

NOTE NO 6. LOANS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Loans to related parties (unsecured, considered good) (Refer note 34)				
To subsidiary of the entity having significant influence over the Company *	45.83	-	42.59	-
To Joint operations # (net of Group share)	11.35	-	19.24	-
Total	**57.18**	**-**	**61.83**	**-**

These financial assets are carried at amortised cost

* Loan given to S P Engineering Service Pte Ltd as Interest bearing loan at SOFR + 2% towards working capital requirement repayable on demand. Maximum outstanding of loan as on 31st March 2025 is ₹ 45.83 Crore (as on 31st March 2024 ₹ 42.59 Crore)

Interest free loan given to Transtonnelstroy-Afcons Joint Venture, Strabag AG Afcons Joint Venture & Afcons KPTL Joint Venture towards working capital requirement repayable on demand.

Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Amount Outstanding	% to the total loans and advances in the nature of loans	Amount Outstanding	% to the total loans and advances in the nature of loans
a) Amounts repayable on demand				
- Promoters	-	0.00%	-	0.00%
- Directors	-	0.00%	-	0.00%
- Key managerial personnel	-	0.00%	-	0.00%
- Other related party	57.18	100.00%	61.83	100.00%

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 7. OTHER FINANCIAL ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
(a) Interest on trade receivables as per arbitration awards (Including from related parties (Current) ₹ 56.28 Crore) (Previous year ₹ 56.28 Crore)	84.58	218.83	157.14	232.54
(b) Deposits (Unsecured, considered good)				
(i) Security deposits	11.74	86.65	6.40	68.66
(ii) Other deposits	1.16	2.24	0.83	1.77
	12.90	**88.89**	**7.23**	**70.43**
(c) Advance to vendor recoverable in cash (Refer note 44)	104.41	-	269.55	-
(d) Other Loans and advances (doubtful)	-	0.16	-	0.16
Less: Provision for other doubtful loans and advances	-	0.16	-	0.16
	-	-	-	-
(e) Bank deposits having maturity of more than 12 months (given towards margin money / under lien)	-	29.41	-	35.74
(f) Others (includes Custom duty receivable, Encashment of Bank guarantee, etc.)	7.41	104.80	67.42	79.28
Total	**209.30**	**441.93**	**501.34**	**417.99**

NOTE NO 8. CONTRACT ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract assets				
Amounts due from customer under construction contracts				
Unsecured, considered good	5,449.18	1,646.58	3,954.39	1,271.01
Doubtful	98.45	42.73	-	63.38
	5,547.63	**1,689.31**	**3,954.39**	**1,334.39**
Less: Allowance for expected credit losses	98.45	42.73	-	63.38
Total	**5,449.18**	**1,646.58**	**3,954.39**	**1,271.01**

NOTE NO. 8.1 - MOVEMENT IN THE EXPECTED CREDIT LOSS ALLOWANCE

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Opening balance for loss allowance	-	63.38	-	53.13
Add: Loss allowance assessed for the current year (net of reversal)	98.45	29.16	-	10.25
Less: Reversal of loss allowance on account of debts written-off	-	(49.81)	-	-
Closing balance for loss allowance	**98.45**	**42.73**	**-**	**63.38**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 8.2 OTHER NON-CURRENT & CURRENT ASSETS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	**Non Current**	**Current**	**Non Current**
(a) Capital advances	-	27.07	-	40.84
(b) Pre-paid expenses	80.81	33.82	75.70	12.32
(c) Share issue expense recoverable	-	-	7.96	-
(d) Balances with government authorities				
(i) GST / VAT credit receivable	635.84	120.64	630.07	107.25
(ii) Service Tax credit receivable	-	30.47	-	30.47
	635.84	**151.11**	**630.07**	**137.72**
(e) Others				
(i) Advance to vendors and others (Includes related parties ₹ 9.83 Crore) (Previous year ₹ 9.20 Crore)	227.16	-	253.30	-
(ii) Other receivables (includes sale of materials, scrap, etc.)	134.03	-	73.87	-
(iii) Advances to employees	2.37	-	1.02	-
	363.56	**-**	**328.19**	**-**
Total	**1,080.21**	**212.00**	**1,041.92**	**190.88**

NOTE NO 9. INVENTORIES - AT LOWER OF COST OR NET REALISABLE VALUE

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Construction materials		
Steel	377.04	629.52
Cement	10.03	13.69
Aggregate	62.44	95.64
Other construction material	272.18	416.55
	721.69	**1,155.40**
Stores and spares	288.53	471.16
	288.53	**471.16**
Total	**1,010.22**	**1,626.56**

NOTE NO 10. CASH AND CASH EQUIVALENTS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balances with banks	306.90	410.80
Fixed deposits with original maturity for less than 3 months	131.24	-
Cash on hand	2.03	2.46
Total	**440.17**	**413.26**

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the years.

NOTE NO 10.1. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Earmarked balance with banks		
- Unpaid dividend accounts	0.04	0.03
- Balances held as margin money or security against borrowings, guarantees and other commitments	113.50	41.59
- Other earmarked accounts / escrow accounts	2.30	1.77
Deposits having maturity of more than 3 months but less than 12 months	214.55	209.61
Total	**330.39**	**253.00**

NOTE NO 11. NON CURRENT TAX ASSETS (NET)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance income tax (net of provisions ₹ 95.61 Crore)	12.22	53.64
(As at 31st March, 2024 ₹ 269.03 Crore)		
Total	**12.22**	**53.64**

NOTE NO 12. SHARE CAPITAL

NOTE NO 12.(A). EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares	₹ in Crore	Number of shares	₹ in Crore
1. Authorised:				
Equity share capital of ₹ 10 each	1,00,00,00,000	1,000.00	1,00,00,00,000	1,000.00
2. Issued, subscribed and fully paid up:				
Equity shares of ₹ 10 each. (Refer note 12.1 and 12.3 below)	36,77,84,631	367.78	34,07,38,269	340.74

12.1. RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO EQUITY SHARES:

A member has a right to receive dividend as may be proposed by the board and approved at the annual general meeting. The equity shares are not repayable except in the case of a buyback, reduction of capital or winding up in terms of the provision of the Act. Every member of the Company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the Company.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

12.2. DETAILS OF EQUITY SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% OF SHARES OF THE COMPANY AND DETAILS OF SHAREHOLDING OF PROMOTERS:

Class of shares / name of shareholder	As at 31st March, 2025		As at 31st March, 2024		Percentage Change in shareholding during the period
	Number of shares held	% holding	Number of shares held	% holding	
Equity shares					
Promoters:					
Goswami Infratech Private Limited	9,20,72,053	25.03	24,65,40,258	72.35	(62.65)
Shapoorji Pallonji & Company Private Limited	5,66,81,410	15.41	5,66,81,410	16.63	-
Floreat Investments Private Limited **	2,76,67,944	7.52	2,76,67,944	8.12	-
	17,64,21,407	**47.97**	**33,08,89,612**	**97.11**	-

** wholly owned subsidiary of Shapoorji Pallonji & Company Private Limited

The Board of Directors via Circular Resolution approved on 31st July, 2024 has identified Shapoorji Pallonji Mistry, Firoz Cyrus Mistry and Zahan Cyrus Mistry as additional promoters of the Company with effect from 31st July, 2024. None of the said additional promoters holds any shares of the Company as on 31st March, 2025.

12.3. RECONCILIATION OF NUMBER OF EQUITY SHARES OF THE COMPANY AND AMOUNT OUTSTANDING AT THE BEGINNING AND AT THE END OF THE PERIOD.

Particulars	Issued, subscribed and fully paid up	
	Numbers	₹ in Crore
Equity shares outstanding as at 1st April, 2023	**7,19,70,238**	**71.97**
Changes in equity share capital during the year:		
Add: Equity Share issued upon conversion of 0.01% Non cumulative and non profit participatory convertible preference shares (Refer Note 12.5 below)	1,46,52,015	14.65
Add: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares (Refer Note 12.6 below)	24,65,40,258	246.54
Add: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares (Refer Note 12.7 below)	75,75,758	7.58
Equity shares outstanding as at 31st March, 2024	**34,07,38,269**	**340.74**
Equity shares outstanding as at 1st April, 2024	**34,07,38,269**	**340.74**
Changes in equity share capital during the year due to Initial Public Offer	2,70,46,362	27.04
Equity shares outstanding as at 31st March, 2025	**36,77,84,631**	**367.78**

NOTE NO 12.(B). INSTRUMENTS ENTIRELY EQUITY IN NATURE

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of shares	₹ in Crore	Number of shares	₹ in Crore
1. Authorised:				
Preference shares of ₹ 10 each.	75,00,00,000	750.00	75,00,00,000	750.00
Total	**75,00,00,000**	**750.00**	**75,00,00,000**	**750.00**

12.4. RECONCILIATION OF NUMBER OF PREFERENCE SHARES OF THE COMPANY AND AMOUNT OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR

Particulars	Issued, subscribed and fully paid up	
	Numbers	₹ in Crore
Preference shares outstanding as at 1st April, 2023	**45,00,00,000**	**450.00**
Changes in Preference share capital during the year:		
Less: Equity Share issued upon conversion of 0.01% Non cumulative and non profit participatory convertible preference shares which were held by Floreat Investments Private Limited (Refer Note 12.5 below)	10,00,00,000	100.00
Less: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares which were held by Goswami Infratech Private Limitied (Refer Note 12.6 below)	25,00,00,000	250.00
Less: Equity Share issued upon conversion of 0.01% Fully and compulsorily convertible non-cumulative,non participatory preference shares which were held by Shapoorji Pallonji & Company Private Limited (Refer Note 12.7 below)	10,00,00,000	100.00
Preference shares outstanding as at 31st March, 2024	**-**	**-**

Particulars	Issued, subscribed and fully paid up	
	Numbers	₹ in Crore
Preference shares outstanding as at 1st April, 2024	-	-
Changes in preference share capital during the year	-	-
Preference shares outstanding as at 31st March, 2025	**-**	**-**

12.5. RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% NON CUMULATIVE AND NON PROFIT PARTICIPATORY CONVERTIBLE PREFERENCE SHARES:

(a) The Preference Shares issued were non- cumulative and non profit participating convertible Preference Shares which were carrying a fixed rate of dividend of 0.01% per annum to be paid in priority to the holders of any other class of shares.

(b) The terms of these Preference Shares were varied with consent of the Preference Shareholder and the special resolution was passed with requisite majority of the members of the Company vide Postal Ballot effective on 30th November, 2018 whereby the preference shares shall be deemed to be converted into common equity shares of the Company at a price of ₹ 68.25 per equity share (consisting of par of ₹ 10 and a premium of ₹ 58.25) immediately, automatically and without any further act of the parties in the event of conversion of the preference shares by Goswami Infratech Private Limited.

(c) Every member of the Company holding preference shares were having right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares.

(d) On Mandatory conversion date i.e.13th January, 2024, pursuant to the resolution passed by the Stakeholders Relationship Committee of the Company on 13th January, 2024 and in terms of the conversion terms stated in 12.4 (b) above, the said Preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e. Floreat Investments Private Limited) was allotted 1,46,52,015 equity shares of ₹10 /- each against the conversion of 10,00,00,000 Preference shares of ₹10/- each held by it. Accordingly, the Preference Shares held by Floreat Investments Private Limited stands extinguished. Resultantly, the equity shareholding of Floreat Investments Private Limited as on 31st March, 2024 stands increased from 1,30,15,929 equity shares to 2,76,67,944 equity shares of face value of ₹10/- each.

Notes Forming Part of the Consolidated Financial Statements
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12.6. RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE, NON PARTICIPATORY PREFERENCE SHARES:

(a) The preference shares issued were entitled to fixed non-cumulative preference dividend at the fixed rate of 0.01% per annum which were be paid in priority to the holder of any other class of shares. According to the terms and conditions, which were approved by the equity shareholders via passing special resolution on 17th July, 2020, the preference shares had early conversion rights at any time on or after 31st July, 2020 ("Early conversion date") prior to 13th January, 2024 ("Mandatory conversion date").

(b) Every member of the Company holding preference shares has a right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares, in accordance with the provision of section 47 of Companies Act, 2023.

(c) The preference share and all equity shares issued on the conversion of the preference shares shall be freely transferable at the option of the holders of the preference shares. The Company confirms that the Board of Directors of the Company has duly approved the issuance and the terms of the preference share, including the right of the preference shareholder to freely transfer the preference shares and the equity shares issued on the conversion of the preference shares and the Board of Directors of the Company shall not raise any objections under Article 37 of the Articles to any such transfer.

(d) On return of capital on a liquidation or otherwise of the assets of the Company, the holder of preference shares were 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 preference shares 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).The preference shares were not conferred any further right to participate in the profits or assets of the Company except as mentioned above.

(e) The terms and conditions of compulsory convertible preference shares held by Goswami Infratech Private Limited (GIPL) were amended in 2022 by varying / deferring the Early Conversion date 'on or after 31st January, 2023 from 'any date on or after 31st July, 2020 via passing a special resolution. Accordingly the preference shares were carrying rights of automatically and mandatorily be converted into equity shares on 13th January, 2024 ("mandatory conversion date") or any early date of conversion at the instruction of the Preference shareholder ("early conversion date").

(f) As per the terms and conditions, on mandatory conversion date or the early conversion date, as the case maybe, the preference shares were to be converted into such number of equity shares of the Company constituting 74% of the outstanding equity share capital and convertible preference shares of the Company calculated on a fully diluted basis on the date of issue (i.e. 14th January, 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.

(g) During the year ended 31st March, 2024, on mandatory conversion date, pursuant to the resolution passed by the Stakeholders Relationship Committee of the Company on 13th January, 2024 , the said preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e.Goswami Infratech Private Limited) were allotted 24,65,40,258 equity shares of ₹ 10/- each against the conversion of 25,00,00,000 preference shares of ₹10/- each held by GIPL. Accordingly, the preference shares held by Goswami Infratech Private Limited stands extinguished. Resultantly, the equity shareholding of Goswami Infratech Private Limited as on 31st March, 2024 was 24,65,40,258 equity shares of face value of ₹10/- each.

12.7. RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHED TO 0.01% FULLY AND COMPULSORILY CONVERTIBLE NON-CUMULATIVE, NON PARTICIPATORY PREFERENCE SHARES:

(a) The preference shares issued were entitled to fixed non-cumulative preference dividend at the fixed rate of 0.01% per annum which were be paid in priority to the holder of any other class of shares. According to the terms and conditions, the preference shares had early conversion rights at any time on or after 14th February, 2024 ("Early conversion Date") prior to 21st March, 2024 ("Mandatory Conversion Date").

(b) Every member of the Company holding preference shares has a right to vote in the general meeting of the Company on resolutions placed before the Company which directly affect the rights attached to this preference shares.

(c) On return of capital on a liquidation or otherwise of the assets of the Company, the holder of preference shares were 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 preference shares 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).The preference shares were not conferred any further right to participate in the profits or assets of the Company except as mentioned above.

(d) As per the terms and conditions, on Mandatory Conversion Date or the Early Conversion Date(as the case may be) the preference shares shall be converted into such number of equity shares of the Company at the price of ₹ 132 per equity shares (consisting of par of ₹ 10 and a premium of ₹ 122 per share) provided that in case of any fraction arising on conversion of preference shares into equity shares, such fraction equity shares shall be rounded off to the nearest number.

(e) Pursuant to the consent of the preference shareholder received vide their letter dated 29th December, 2023 and there other class preference shareholder on 1st January, 2024 and 2nd January, 2024 respectively , the Board of Directors of the Company had pursuant to its resolution taken at its meeting held on 5th January, 2024 initiated the action to obtain shareholders approval to the variation of the terms of the preference shares held by the preference shareholder (Shapoorji Pallonji and Company Private Limited) to provide for an option to the preference shareholders for exercise of right of an early conversion of the said preference shares on any day on or after 14th February, 2024 but prior to the mandatory conversion date of 21st March, 2024. Accordingly, the requisite approval of the equity shareholder to the said variation of the terms of the preference shares was accorded on 8th February, 2024 vide Postal Ballot Process.

(f) Shapoorji Pallonji and Company Private Limited vide its letter date 12th February, 2024 requested for early conversion of the said preference shares on 14th February, 2024. Accordingly, pursuant to the resolution passed by the Board of Directors of the Company on 14th February, 2024, the said preference shares were converted into equity shares of the Company and the said Preference shareholder (i.e.Shapoorji Pallonji and Company Private Limited) was allotted 75,75,758 equity shares of ₹10 /- each against the conversion of 10,00,00,000 preference shares of ₹10/- each held by it. Accordingly, the preference shares held by Shapoorji Pallonji and Company Private Limited stands extingushed. Resultantly, the equity shareholding of Shapoorji Pallonji and Company Private Limited as on 31st March, 2024 stands increased from 4,91,05,652 equity shares to 5,66,81,410 equity shares of face value of ₹10/- each.

Notes Forming Part of the Consolidated Financial Statements
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NOTE NO 12.8. DETAILS OF SHARES HELD BY THE HOLDING COMPANY, THE ULTIMATE HOLDING COMPANY, THEIR SUBSIDIARIES AND ASSOCIATES:

Particulars	As at 31st March, 2025			As at 31st March, 2024		
	Equity shares	0.01% Non cumulative and non profit participatory convertible preference shares	0.01% Fully and compulsorily convertible non-cumulative non participatory preference shares	Equity shares	0.01% Non cumulative and non profit participatory convertible preference shares	0.01% Fully and compulsorily convertible non-cumulative non participatory preference shares
	Number of shares			Number of shares		
Holding Company						
Goswami Infratech Private Limited	-	-	-	24,65,40,258	-	-
Subsidiaries of the holding company:						
Hermes Commerce Private Limited	-	-	-	40,54,970	-	-
Renaissance Commerce Private Limited	-	-	-	40,24,619	-	-

NOTE NO 12.9.

For the period of Five years immediately preceding the date as at which the Balance Sheet is prepared:

i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash: Nil

ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares: Nil

iii) Aggregate number and class of shares bought back: Nil

NOTE NO 12.10.

The word company used in the Consolidated Balance Sheet and Consolidated Statement of Profit & Loss including the accompanying notes to accounts is defined as "Afcons Infrastructure Limited" including all of its branches, Joint Operations and Subsidiaries.

NOTE NO 12.11.

The Board at its meeting held on 23rd May, 2025, has recommended a dividend of ₹ 2.50 per share on equity share of ₹ 10 each (25%) subject to approval of members of the Company at the forthcoming Annual General Meeting.

NOTE NO 13. OTHER EQUITY

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Capital reserve	0.84	0.84
Capital redemption reserve	0.13	0.13
Securities premium account	1,384.35	191.51
Contingency reserve	8.00	8.00
General reserve	65.75	65.75
Foreign exchange translation reserve through other comprehensive income	94.95	98.97
Retained earnings	3,318.77	2,870.07
Reserve for equity instruments through other comprehensive income	19.95	19.94
Total	**4,892.74**	**3,255.21**

Movement in other equity:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Capital reserve		
Opening balance	0.84	0.84
Closing balance	**0.84**	**0.84**
(b) Capital redemption reserve		
Opening balance	0.13	0.13
Closing balance	**0.13**	**0.13**
(c) Securities premium account		
Opening balance	191.51	10.28
Add : Premium on shares issued during the year	1,222.96	181.23
Less: IPO Expenses	(30.12)	-
Closing balance	**1,384.35**	**191.51**
(d) Contingencies reserve		
Opening balance	8.00	8.00
Closing balance	**8.00**	**8.00**
(e) General reserve		
Opening balance	65.75	65.75
Closing balance	**65.75**	**65.75**
(f) Foreign currency translation reserve		
Opening balance	98.97	91.38
Add : Effect of foreign exchange rate variations during the year	(4.02)	7.59
Closing balance	**94.95**	**98.97**
(g) Retained earnings		
Opening balance	2,870.07	2,457.66
Add: Profit for the year	486.81	449.76
Add: Other items classified to other comprehensive income	(5.74)	(8.51)
Less: Appropriations		
Dividend on equity shares (₹ 2.50 per share) (Previous year ₹ 4.00 per share)	(32.33)	(28.79)
Dividend on preference shares (₹ 0.001 per share) (Previous year ₹ 0.001 per share)	(0.04)	(0.05)
Closing balance	**3,318.77**	**2,870.07**
(h) Reserve for equity instruments through other comprehensive income		
Opening balance	19.94	19.68
Add: Net fair value gain/(loss) on investments in equity instruments measured at FVTOCI	0.01	0.26
Closing balance	**19.95**	**19.94**
Total	**4,892.74**	**3,255.21**

Nature and purpose of each reserve within other equity

Capital reserve

The capital reserve is on account of acquisition of subsidiary companies.

Capital redemption Reserve

As per the provisions of Companies Act, capital redemption reserve is created out of the general reserve for the amount equivalent to the paid up capital of shares bought back by the Company.

Securities premium account

Where Group issued shares at a premium, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a "securities premium account" as per the provisions of applicable Companies Act. This reserve is utilised as per the provisions of the Companies Act.

Contingency reserve

The contingency reserve was created to protect against loss for amounts due from a partnership firm.

General reserve:

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

Foreign currency translation reserve:

Exchange differences relating to the translation of the results and net assets of the group's foreign operations from their functional currencies to the group's presentation currency (i.e. ₹) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Retained earning and dividend on equity shares:

This represent the surplus / (deficit) of the profit or loss. The amount that can be distributed by the Group to its equity shareholders is determined considering the requirements of the Companies Act, 2013. Thus, the amount reported above are not distributable in entirety.

Reserve for equity instrument measured through other comprehensive income

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income. The group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

NOTE NO 14. NON CURRENT BORROWINGS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Measured at amortised cost		
(a) Equipment loan (Secured) (Refer note 14.1.(i))		
From banks		
Rupee loan	450.51	586.88
Foreign Currency Loan (ECB)	144.73	-
(b) Other loans		
Foreign Currency Loan (Secured) (Refer note 14.1.(ii))		
Buyers Credit from Banks	-	10.81
Total	**595.24**	**597.69**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

14.1 DETAILS OF TERMS OF REPAYMENT OF LONG-TERM BORROWINGS FROM BANKS AND SECURITY PROVIDED IN RESPECT THEREOF:

(₹ in Crore)

Particulars	Terms of security	As at 31st March, 2025 Secured	As at 31st March, 2024 Secured
14.1 (i) Equipment loan from banks			
Rupee loan:			
HSBC Bank	Refer note 14.1 (iii)	-	6.25
State Bank of India		-	40.00
SBM Bank		66.67	5.55
Indian Bank		75.26	100.43
Export Import Bank of India		152.49	229.65
Punjab National Bank		79.98	119.98
Bank of Baroda		36.17	56.22
Union Bank of India		39.94	28.80
Foreign Currency loan:			
HSBC (ECB)		112.98	-
LBBW Germany		31.75	-
Total - Equipment loan		**595.24**	**586.88**
(ii) Other Loans and Advances from banks - Buyer's Credit Foreign Currency Loans			
State Bank of India	Refer note 14.1 (iv)	-	10.81
Total - Other loans and advances		**-**	**10.81**
Total long-term borrowings from banks		**595.24**	**597.69**

14.1 (iii) Secured by first pari passu charge on plant & machinery. The rate of interest and repayment schedule of the loans are as follows:

As at 31st March, 2025

Nature	Bank name	Rate of Interest %	Loan amount (₹ in Crore)	Repayment schedule
Rupee loan	SBM Bank	Loan No. 2 - 10.30%	66.67	Loan 2 - Semi annual instalment of ₹ 8.33 Crore up to 2029-30
	Indian Bank	Loan 1 - 9.85% Loan 2 - 10.10%	75.26	Loan 1 - Quarterly instalment of ₹ 2.50 Crore upto 2028-29 Loan 2 - Quarterly instalment of ₹ 4.39 Crore upto 2028-29
	Export Import Bank of India	Loan 1 - 10.00% Loan 2 - 9.95%	152.49	Each monthly instalment of ₹ 3.70 Crore upto 2026-27 for Loan 1 and ₹ 3.03 Crore for Loan 2 upto 2029-30
	Punjab National Bank	9.95%	79.98	Each Quarterly Instalment of ₹ 10.00 Crore upto 2027-28
	Bank of Baroda	Range of 9.10% TO 9.25%	36.17	57 equal monthly instalments (EMI Basis)
	Union Bank of India	9.25%	39.94	72 equal monthly instalments of ₹ 0.69 Crore
Foreign Currency Loan	HSBC (ECB)	6M Euribor + 185 bps i.e. 4.51%	112.98	Repayable in 9 half yearly instalment starting from Nov 2025 up to 2030-31
	LBBW Germany	6M Euribor + 115 bps i.e. 3.54%	31.75	Repayable in 20 half yearly instalment starting from Jan 2026 up to 2035-36

14.1 (iv): Secured by first charge by way of equitable mortgage on the immovable properties of the Company situated at Andheri, Mumbai and Delhi (mortgage during the year) on a pari passu basis. Company's stock of construction material, stores, WIP, Trade Receivables is further secured under IOM (excluding current assets of High speed Rail project) and first charge on movable plant & machinery of the Company upto 50% of the fund based limits with other term lenders on pari passu basis and also by goods covered under letters of credit.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 15. TRADE PAYABLES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Trade payables				
(a) Total outstanding due to micro and small enterprises	177.36	14.58	198.45	23.21
(b) Total outstanding due to creditors other than micro and small enterprises	3,363.99	419.20	4,127.17	407.79
Total	**3,541.35**	**433.78**	**4,325.62**	**431.00**

Trade payables ageing schedule

(₹ in Crore)

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables						
(i) Micro and small enterprises	53.06	82.68	16.15	6.76	33.29	**191.94**
(ii) Others	1,262.79	1,797.37	465.63	131.90	109.98	**3,767.67**
Disputed trade payables						
(i) Micro and small enterprises	-	-	-	-	-	**-**
(ii) Others	1.21	7.89	0.59	2.16	3.67	**15.52**

Previous Year

(₹ in Crore)

Particulars	Outstanding for following period from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables						
(i) Micro and small enterprises	59.44	105.45	24.30	15.51	15.09	**219.79**
(ii) Others	1,735.58	2,111.49	346.23	205.04	134.64	**4,532.98**
Disputed trade payables						
(i) Micro and small enterprises	-	-	0.01	0.81	1.05	**1.87**
(ii) Others	0.03	-	-	-	1.95	**1.98**

Disclosures as required under the micro, small and medium enterprises development Act, 2006 (MSMED Act)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount remaining unpaid	220.57	261.27
Interest due and unpaid interest	49.33	34.72
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	3.13	4.76
The amount of interest accrued and remaining unpaid at the end of accounting year;	3.76	4.33
The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	56.22	43.81

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 16. OTHER FINANCIAL LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
(a) Capital creditors				
(i) Total outstanding due to micro and small enterprises	0.70	-	0.46	-
(ii) Total outstanding due to creditors other than micro and small enterprises	29.00	-	29.20	-
(b) Employee benefit payables	103.85	-	96.27	-
(c) Unclaimed / unpaid dividends #	0.04	-	0.03	-
(d) Interest accrued on advance from customers	35.19	-	34.72	-
(e) Other payables				
(i) Trade / security deposits received	43.85	-	53.24	-
(ii) Amount received on invocation of bank guarantees	-	7.51	-	7.51
(iii) Distribution of profit payable to member of JV	-	-	-	0.01
(iv) Others (includes differential interest on EXIM Bank funded projects)	33.74	67.33	55.93	119.01
Total- Other payables	**77.59**	**74.84**	**109.17**	**126.53**
Total	**246.37**	**74.84**	**269.85**	**126.53**

The figures reflect the position as at year end. The actual amount to be transferred to the Investor Education and Protection Fund in this respect shall be determined on the due dates.

NOTE NO 17. CONTRACT LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract liabilities				
Amount due to customers	348.75	-	556.83	-
Advances from customers	2,154.48	2,270.76	2,441.33	1,451.29
Total	**2,503.23**	**2,270.76**	**2,998.16**	**1,451.29**

NOTE NO 17.1 OTHER NON-CURRENT AND CURRENT LIABILITIES

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Statutory remittances (VAT, GST, Service tax, Contributions to PF, Superannuation, ESIC, Withholding taxes, Labour welfare cess, etc.)	142.97	-	84.83	-
Other payables				
Advance against sale of scrap	1.46	-	1.52	-
Total	**144.43**	**-**	**86.35**	**-**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 18. PROVISIONS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Provision for employee benefits *:				
Provision for leave encashment	61.58	-	57.67	-
Provision for gratuity	12.00	24.55	17.37	9.31
	73.58	**24.55**	**75.04**	**9.31**
Provision - Others:				
Provision for doubtful advance	-	-	75.00	-
Provision for foreseeable losses for onerous contracts (Refer note 18.1 below)	73.86	-	77.18	-
Total	**147.44**	**24.55**	**227.22**	**9.31**

* The provision for employee benefits includes annual leave and vested long service leave entitlements accrued and gratuity.

NOTE NO. 18.1 - MOVEMENT IN THE PROVISION FOR FORESEEABLE LOSSES FOR ONEROUS CONTRACTS

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Opening Balance	77.18	-	17.06	-
Add: Additions made during the year	39.12	-	62.14	-
Less: Reversals made during the year	(42.44)	-	(2.01)	-
Add: Exchange differences	-	-	(0.01)	-
Closing Balance	**73.86**	**-**	**77.18**	**-**

NOTE NO 19. CURRENT TAX LIABILITIES (NET)

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for tax (net of advance tax ₹ 383.23 Crore)	62.15	83.89
(As at 31st March, 2024 ₹ 92.61 Crore)		
Total	**62.15**	**83.89**

NOTE NO 20. CURRENT BORROWINGS

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) **Current maturities of long-term debts** (Refer note 20.1 below)	252.56	240.59
(b) **Working capital loans from banks**		
Secured (Refer note 20.2 below)	1,011.28	1,237.55
(c) **Short term Loans from Bank**		
Foreign Currency Loan:		
Buyers Credit		
Secured (Refer Note 20.2 below)	76.51	180.23
(d) **Cash credit facility from banks**		
Secured (Refer note 20.2 below)	52.31	16.67
(e) **Acceptances**	247.82	182.28
	1,640.48	**1,857.32**

NOTE NO. 20.1: CURRENT MATURITIES OF LONG-TERM DEBTS :

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Equipment loans from banks (Rupee Loan) (Secured) #	237.76	236.85
Equipment loans from banks (Foreign Currency Loan - ECB) (Secured) #	8.88	-
Interest accrued but not due on borrowings	5.92	3.74
Total	**252.56**	**240.59**

For nature of security and interest rate refer note no.14.1

NOTE NO. 20.2: DETAILS OF SECURITY FOR THE SECURED SHORT-TERM BORROWINGS:

(₹ in Crore)

Particulars	Terms of security	As at 31st March, 2025	As at 31st March, 2024
		Secured	Secured
Working capital demand loans (WCDL)			
From banks:			
State Bank of India	Refer note 20.3 below	300.00	300.00
IDBI Bank		60.00	30.00
Indian Bank		38.50	30.00
Export Import Bank of India		300.00	300.00
Bank of Baroda		-	110.00
Union Bank of India		44.54	14.95
Bank of India		30.00	-
UCO Bank		30.00	30.00
Axis Bank		78.00	-
Punjab National Bank		-	72.00
DBS Bank		-	200.00
ICICI Bank		9.64	-
HSBC Bank		-	150.00
Yes Bank		0.60	0.60
Karnataka Bank		30.00	-
Bank of Maharashtra		30.00	-
Indian Overseas Bank		30.00	-
Punjab & Sind Bank		30.00	
		1,011.28	**1,237.55**
Short term Loans from Bank			
Foreign Currency Loan:			
Buyers Credit			
Axis Bank	Refer note 20.3 below	57.76	60.37
State Bank of India		5.91	119.86
HSBC Bank		12.84	-
Cash credit facility and Book overdraft	Refer note 20.3 below	52.31	16.67

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

Note No. 20.3:

(i) Security:

Secured by first charge by way of equitable mortgage on the immovable properties of the Company situated at Andheri, Mumbai and Delhi (mortgage during the year) on a pari passu basis. The Company's stock of construction material, stores, WIP, Trade Receivables is further secured under indenture of mortgage (excluding current assets of High Speed Rail project) and first charge on movable plant & machinery of the Company upto 50% of the fund-based limits with other term lenders on a pari passu basis. Cash credit facility / working capital demand loan is further secured by the Company's proportionate share of current assets in all the joint ventures, both present and future.

(ii) Interest:

Cash credit facility and working capital demand loan from banks carry interest ranging from 9.09% to 10.65% per annum (As at 31st March, 2024 interest ranging from 8.15% to 10.30% per annum). Buyers Credit carry interest ranging from @ 3.07% to 5.39% per annum (As at 31st March, 2024 interest ranging from @ 4.63% to 6.30% per annum)

NOTE NO 21. CURRENT TAX AND DEFERRED TAX

(a) Income tax expense

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Current tax:		
in respect of current year	275.93	200.24
in respect of prior year	(15.93)	15.38
Deferred tax:		
In respect of current year	(36.78)	7.24
Income tax expense recognised in the consolidated financial statement	**223.22**	**222.86**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Amount	Tax Rate	Amount	Tax Rate
Profit before tax	**710.01**		**672.62**	
Income tax using the Company's domestic tax rate #	178.70	25.17%	169.29	25.17%
Effect of tax rates in foreign jurisdictions				
Non-taxable income	(1.44)	(0.20%)	(4.06)	(0.60%)
Loss in respect of which deferred tax assets not recognised due to uncertainty	29.70	4.18%	6.66	0.99%
Disallowable expenses	4.49	0.63%	5.50	0.82%
Effect of tax rates differences of entities operating in other jurisdictions having different tax rates	10.17	1.43%	23.44	3.48%
Charge / (credit) in respect of previous years	(15.93)	(2.24%)	15.38	2.29%
DTL adjustment in respect of previous years	18.33	2.58%	-	0.00%
Others	(0.80)	(0.11%)	6.65	0.99%
Income tax expenses recognised in the consolidated financial statement	**223.22**	**31.44%**	**222.86**	**33.13%**

Note:

The tax rate used for FY 2024-25 reconciliations above is the corporate tax rate of 25.17% payable by the corporate entities in India on taxable profits under the Indian tax law.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(c) Movement of deferred tax

(₹ in Crore)

Particulars	For the Year ended 31st March, 2025			
	Opening balance	Recognised in Profit and Loss	Recognised in OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	16.40	(9.26)	-	7.14
Right-of-use assets	17.09	9.70	-	26.79
Arbitration awards	213.12	(37.66)	-	175.46
	246.61	**(37.22)**	**-**	**209.39**
Tax effect of items constituting deferred tax assets				
Employee benefits	(21.23)	(1.54)	(1.93)	(24.70)
Adjustment of Ind AS 116	(17.17)	(9.91)	-	(27.08)
Expected credit loss	(28.95)	(18.93)	-	(47.88)
Provisions	(50.97)	19.71	-	(31.26)
Others (Disallowances u/s 43B(h)	(24.62)	11.11	-	(13.51)
	(142.94)	**0.44**	**(1.93)**	**(144.43)**
Net tax liabilities	**103.67**	**(36.78)**	**(1.93)**	**64.96**

(₹ in Crore)

Particulars	For the Year ended 31st March, 2024			
	Opening balance	Recognised in Profit and loss	Recognised in OCI	Closing balance
Tax effect of items constituting deferred tax liabilities				
Property, plant and equipment	31.77	(15.37)	-	16.40
Right-of-use assets	12.26	4.83	-	17.09
Arbitration awards	145.14	67.98	-	213.12
	189.17	**57.44**	**-**	**246.61**
Tax effect of items constituting deferred tax assets				
Employee benefits	(16.82)	(1.55)	(2.86)	(21.23)
Adjustment of Ind AS 116	(12.44)	(4.73)	-	(17.17)
Expected credit loss	(22.04)	(6.91)	-	(28.95)
Provisions	(35.84)	(15.13)	-	(50.97)
Others (Disallowances u/s 43B(h)	(2.74)	(21.88)	-	(24.62)
	(89.88)	**(50.20)**	**(2.86)**	**(142.94)**
Net tax liabilities	**99.29**	**7.24**	**(2.86)**	**103.67**

NOTE NO 22. REVENUE FROM OPERATIONS

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
(a) Revenue from sale of goods (Construction Materials)	100.05	116.83
(b) Construction contract revenue (Refer note 22.1 below)	12,403.71	13,077.54
(c) Other operating income (Refer note 22.2 below)	44.66	73.13
Total	**12,548.42**	**13,267.50**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

22.1 CONSTRUCTION CONTRACT REVENUE COMPRISES:

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Construction revenue	12,403.71	13,077.54
Total	**12,403.71**	**13,077.54**

22.2 OTHER OPERATING INCOME COMPRISES:

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Sale of scrap	44.27	68.15
Others	0.39	4.98
Total	**44.66**	**73.13**

NOTE NO 23. OTHER INCOME

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
(a) Interest income on financial assets at amortised cost (Refer note 23.1 below)	186.80	133.87
(b) Other non operating income (Refer note 23.2 below)	287.55	245.51
Total	**474.35**	**379.38**

23.1 INTEREST INCOME COMPRISES:

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Interest on arbitration awards	112.39	117.36
Other Interest (includes interest on bank deposits, etc.)	74.41	16.51
Total	**186.80**	**133.87**

23.2 OTHER NON OPERATING INCOME COMPRISES:

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Provision for doubtful debtors / advances no longer required written back	75.00	-
Creditors / Excess provision written back	48.11	17.97
Insurance claim received	4.66	9.65
Provision for projected loss on contract written back	42.44	2.01
Net gain on foreign currency transactions and translation	54.18	148.23
Miscellaneous income	63.16	67.65
Total	**287.55**	**245.51**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 24. COST OF MATERIAL CONSUMED

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Cost of construction materials consumed (Including bought out Items)	3,290.14	4,012.48

NOTE NO 24.1. COST OF CONSTRUCTION

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Stores and spare consumed	820.56	814.01
Subcontracting expenses	2,351.18	2,438.04
Equipments hire / rent charges	666.01	673.98
Site installation	257.08	251.36
Technical consultancy	310.14	222.61
Power and fuel consumed	491.28	580.23
Freight and handling charges	349.81	313.74
Total	**5,246.06**	**5,293.97**

NOTE NO 25. EMPLOYEE BENEFITS EXPENSE

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Salaries, wages and bonus	1,183.33	1,136.02
Contributions to provident and other funds:		
Contribution to provident fund	38.24	37.24
Gratuity Expense	11.88	9.68
Leave encashment Expense	9.41	16.08
Other Post employment benefits	43.13	40.22
Staff welfare expenses	149.12	144.18
Total	**1,435.11**	**1,383.42**

NOTE NO 26. FINANCE COSTS

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Interest On:		
Bank overdrafts and loans	262.50	239.55
Advance from clients	108.36	62.74
Lease liabilities	7.85	4.43
Others	81.98	109.27
	460.69	**415.99**
Other borrowing costs:		
Bank guarantee commission including bank charges	158.29	146.94
Others	10.22	14.33
Total	**629.20**	**577.26**

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO 27. DEPRECIATION AND AMORTISATION EXPENSES

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Depreciation on Property, plant and equipment	441.14	454.33
Amortisation on intangible assets	0.05	0.04
Depreciation on right-of-use assets	49.91	40.16
Depreciation and amortisation as per Statement of Profit and Loss	**491.10**	**494.53**

NOTE NO 28. OTHER EXPENSES

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Water and electricity	21.32	22.98
Rent / Hire charges	81.64	77.12
Repairs and maintenance - Machinery	34.04	47.73
Repairs and maintenance - Others	36.09	33.41
Insurance charges	156.64	169.75
Rates and taxes	86.00	96.72
Communication	13.25	14.42
Travelling and conveyance	206.61	174.61
Security charges	100.56	99.20
Donations and contributions	1.16	1.01
Expenditure on corporate social responsibility (CSR) (Refer note 33)	2.84	0.17
Legal and professional charges	158.63	292.62
Payment to auditors (Refer note 28.1 below)	7.61	2.63
Advances written off	0.22	1.07
Bad / irrecoverable debtors / unbilled revenue written off	55.10	3.08
Less: Adjusted against provision for bad and doubtful debts	(18.52)	-
Expected credit loss on contract assets and trade receivables	122.53	27.47
Provision for foreseeable losses for onerous contracts	39.12	62.14
Impairment loss on financial assets	32.58	-
Loss on sale of Property, plant and equipment (net)	5.19	12.03
Miscellaneous expenses	78.54	74.44
Total	**1,221.15**	**1,212.60**

NOTE NO. 28.1: DETAILS OF PAYMENT TO AUDITORS

(₹ in Crore)

Particulars	for the year ended 31st March, 2025	for the year ended 31st March, 2024
Auditors remuneration comprises *		
(a) To Joint Statutory Auditors		
For statutory audit (including limited review and interim audits)	1.96	1.41
For taxation matters	0.08	0.10
For other services (RHP, GST, certification work)	5.53	1.09
Reimbursement of expenses	0.02	#
	7.59	**2.60**
(b) To cost auditors	0.02	0.03
	0.02	**0.03**
Total (a + b)	**7.61**	**2.63**

(* Including payments made to network firms)

(# Amount mentioned as # is below rounding off Norms adopted by the Company)

NOTE 29: CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Crore)

Particulars		As at 31st March, 2025	As at 31st March, 2024
(i) Contingent liabilities			
(a)	Claims against the Group not acknowledged as debts (excluding claims where amounts are not ascertainable)		
	i) Differences with sub-contractors / vendors in regard to rates and quantity of materials.	563.41	444.76
	ii) Royalty Claims*	483.64	483.64
	iii) Fine and restoration fees levied by Environmental Protection Agency, Government of Maldives for environmental damages	38.47	37.54
(b)	Labour guarantee issued on behalf of Subsidiary	0.03	0.03
(c)	Claims against the joint operations not acknowledged as debts	149.35	148.14
(d)	Sales tax and entry tax		
	Represents demands raised by sales tax authorities in matters of: a) disallowance of labour and service charges, consumables etc. b) Tax on AS7 turnover c) Entry tax and, d) Interest and penalty etc. for which appeal is pending before various appellate authorities. The Group is confident that the cases will be successfully contested."	17.08	17.08
(e)	VAT		
	Represents partial disallowance by West Bengal VAT Authorities for FY 2016-17. In matters of disallowance of subcontractor charges, labour charges, PF contribution, architectural charges, cost of consumables, cost of establishment, etc. for which appeal is pending before higher appellate authority. The entity is confident that the case will be successfully contested.	0.46	0.46
(f)	Service tax		
	Represents demand confirmed by the CESTAT / Asst. commissioner of service tax for a) disallowance of cenvat credit, since abatement claimed by the Group, b) disallowance of general exemption of private transport terminals and c) taxability under "Commercial or Industrial Construction Service", etc. The Group has appealed / in the process of appeal against the said order with commissioner of service tax Mumbai,CESTAT / High court and is confident that the cases will be successfully contested. The Group has received the stay order for some case from the CESTAT. Amount disclosed does not include penalties in certain matters for which amount is unascertainable.	69.63	64.51
(g)	GST		
	Represents demand confirmed by GST Authorities for various dispute in relation to differential tax rate of GST for works contract, GST on turnover for adjustment of advance, on unbilled revenue, demand for goods confiscated, ITC not paid by the supplier, etc. and Interest and penalty for which appeal is pending before various GST authorities. The Company is confident that the cases will be successfully contested.	67.48	98.57

Notes Forming Part of the Consolidated Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Particulars		As at 31st March, 2025	As at 31st March, 2024
(h)	Income tax		
	Demand raised by income tax department on account of disallowance of expenses and addition made in respect of receipt of income. The Group has obtained stay order from tax department. The Group is confident that the case will be successfully contested before concerned appellate authorities.	7.80	43.49
	Note:- In respect of items mentioned under paragraphs (a), (c), (d), (e),(f),(g) and (h) above, till the matters are finally decided, the financial effect cannot be ascertained and future cashflows in respect of above matters are determinable only on receipts of judgements / decisions pending at various forums / authorities.		
(ii)	**Commitments**		
	Estimated amount of contracts remaining to be executed on capital account and not provided for	582.20	615.89
	Other Commitments		
	The Company has given financial support letter for continuing operation to subsidiary - Afcons Construction Mideast LLC.	-	-

Notes:

* The Group has received a demand and a show cause notice amounting to ₹ 239.00 Crore and ₹ 244.64 Crore respectively with respect to liability on account of royalty payable on Murrum used in one of the projects. Subsequent to the show cause notice, the Group has obtained a stay order on the same. Further, based on legal opinion, the Group expects that the claim is highly unlikely to materialise.

The Company has implemented the decision given in the Supreme Court Judgement in case of "Vivekananda Vidyamandir And Others Vs The Regional Provident Fund Commissioner (II) West Bengal" and the related circular (Circular No. C-I/1(33)2019/Vivekananda Vidya Mandir/284) dated 20th March, 2019 issued by the Employees' Provident Fund Organisation in relation to non-exclusion of certain allowances from the definition of "basic wages" of the relevant employees for the purposes of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 w.e.f. 1st April, 2019. Basis the assessment of the management, which is supported by legal advice, the aforesaid matter is not likely to have significant impact in respect of earlier periods.

NOTE NO 30. EMPLOYEE BENEFIT PLANS

The Group has recognised following amounts in the consolidated statement of profit and loss:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Superannuation Fund	32.16	27.06
Provident Fund	38.24	37.24
Gratuity	11.88	9.68
Leave encashment expenses	9.41	16.08
Total	**91.69**	**90.06**

a. Defined contribution plan

(i) Provident fund

(ii) Superannuation fund

(iii) State defined contribution plans

The provident fund and the state defined contribution plan are operated by the regional provident fund commissioner and the superannuation fund is administered by the Life Insurance Corporation (LIC). Under the schemes, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The total expense recognised in statement of profit or loss of ₹ 70.40 Crore (for the year ended 31st March, 2024 ₹ 64.30 Crore) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

b. Defined benefit plans

(i) Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 4 years and 240 days are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service without any ceiling limit as given under Payment of Gratuity Act, 1972.

Whereas on death of an employee the amount of gratuity payable is amount equivalent to one month salary, payable for each completed year of service or part thereof in excess of six months in terms of Gratuity scheme of the Group or as per payment of the Gratuity Act, whichever is higher.

The gratuity plan of the Group is funded and the Group accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year using Projected Unit Credit Method.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk

A decrease in the bond interest rate will increase the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The risk relating to benefits to be paid to the dependants of plan members (widow and orphan benefits) is re-insured by an external insurance company.

No other post-retirement benefits are provided to these employees.

In respect of the plan, the most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at 31st March, 2025 by an actuary. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

c. Details of defined benefit plan - Gratuity

The principle assumptions used for the purpose of actuarial valuation (considered for the Group)

(₹ in Crore)

Particulars		As at 31st March, 2025	As at 31st March, 2024
Expected Return on Plan Assets		6.71%	7.23%
Rate of Discounting		6.71%	7.23%
Rate of Salary Increase		8.00%	8.00%
Rate of Employee Turnover	31st March, 2025	For service 4 years and below 15.00% p.a. For service 5 years and above 8.00% p.a.	
	31st March, 2024	For service 4 years and below 8.00% p.a. For service 5 years and above 4.00% p.a.	
Mortality Rate During Employment*	31st March, 2025	Indian Assured Lives Mortality 2012-14 (Urban)	
	31st March, 2024	Indian Assured Lives Mortality 2012-14 (Urban)	

*Based on India's standard mortality table with modification to reflect expected changes in mortality.

The estimate of rate of escalation in salary considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
(i) Components of defined benefit cost		
Service cost:		
Current service cost	9.95	8.26
Interest cost on benefit obligation (Net)	1.93	1.42
Total defined benefit expenses recognised in consolidated statement of profit or loss	**11.88**	**9.68**
Actuarial Losses on Obligation For the Year	7.56	11.11
Return on Plan Assets, Excluding Interest Income	0.10	0.26
Total defined benefit expenses recognised in OCI	**7.66**	**11.37**
Total defined benefit expenses recognised in consolidated statement of profit or loss and OCI	**19.54**	**21.05**

(ii) Net (liabilities) recognised in the Balance Sheet

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Present value of defined benefit obligation	(105.57)	(90.53)
Fair value of plan asset	69.02	63.85
Net liabilities recognised in the Balance Sheet	**(36.55)**	**(26.68)**

(iii) Movements in the present value of the defined benefit obligation are as follows.

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Opening defined benefit obligation	90.53	72.71
Current service cost	9.95	8.26
Interest cost	6.55	5.45
Remeasurement (gains)/losses:		
Actuarial losses arising from changes in financial assumptions	3.21	1.94
Actuarial losses arising from experience adjustments	7.69	9.17
Actuarial (gains) / losses on obligations - due to change in demographic assumptions	(3.34)	-
Benefits paid	(9.02)	(7.00)
Closing defined benefit obligation	**105.57**	**90.53**

(iv) Movements in the fair value of plan assets are as follows.

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Opening fair value of plan assets	63.85	53.84
Interest income	4.61	4.04
Remeasurement gain / (loss):		
Return on plan assets (excluding interest expense)	(0.10)	(0.26)
Contributions from the employer	9.68	13.23
Benefits paid	(9.02)	(7.00)
Closing fair value of plan assets	**69.02**	**63.85**

The Company pays premium of ₹ 9.68 Crore (Previous period ₹ 13.23 Crore) to the group gratuity scheme of LIC and the fund is managed by LIC

(v) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

1) If the discount rate is 100 basis points higher (lower), the defined benefit obligation would decrease by ₹ 6.00 Crore (increase by ₹ 6.80 Crore) (as at 31st March, 2024: decrease by ₹ 6.82 Crore (increase by ₹ 7.92 Crore)).
2) If the expected salary growth increases (decreases) by 1%, the defined benefit obligation would increase by ₹ 6.65 Crore (decrease by ₹ 5.98 Crore) (as at 31st March, 2024: decrease by ₹ 7.78 Crore (increase by ₹ 6.83 Crore)).
3) If the employee turnover increases (decreases) by one year, the defined benefit obligation would decrease by ₹ 0.78 Crore (increase by ₹ 0.85 Crore) (as at 31st March, 2024: decrease by ₹ 0.67 Crore (increase by ₹ 0.73 Crore)).

(vi) Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

The average duration of the benefit obligation at 31st March, 2025 is 8 years (as at 31st March, 2024: 12 years).

The Group expects to make a contribution of ₹ 18.69 Crore (as at 31st March, 2024: ₹ 12.00 Crore) to the defined benefit plans during the next financial year.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(vii) Maturity profile of defined benefit obligation:

Projected benefits payable in future years from the date of reporting

(₹ in Crore)

Particulars	31st March, 2025	31st March, 2024
1st Following Year	14.72	8.20
2nd Following Year	9.68	6.56
3rd Following Year	11.16	7.83
4th Following Year	13.25	7.78
5th Following Year	10.20	9.88
Sum of Years 6 To 10	40.27	34.62
Sum of Years 11 and above	77.13	119.39

d. Compensated Absences

The liability for Compensated absences (non-funded) as at year end is ₹ 61.58 Crore (as at 31st March, 2024 ₹ 57.67 Crore) covers the Group's liability for sick and privilege leave and is presented as current liabilities, since the Group does not have an unconditional right to defer the settlement of any of these obligations.

The Group makes provision for compensated absences based on an actuarial valuation carried out at the end of the year using the Projected Unit Credit Method.

NOTE NO 31. EARNINGS PER SHARE (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under :

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Basic earnings per share (₹)	13.24	13.20
Diluted earnings per share (₹)	13.24	13.20

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Profit for the year attributable to shareholders of the Group - earnings used in calculation of basic earning per share	486.79	449.76
Dividends paid on convertible non-participating preference shares	(0.04)	(0.05)
Earnings used in the calculation of basic earnings per share	486.75	449.71
Earnings used in the calculation of basic earnings per share	**486.75**	**449.71**

The weighted average number of equity shares for the purpose of basic earnings per share is as follows:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	Number	Number
Weighted average number of shares used in calculation of basic earnings per share	36,77,84,631	34,07,38,269

Diluted earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of diluted earnings per share are as follows:

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Profit for the year attributable to shareholders of the Group - earnings used in calculation of basic earning per share	486.79	449.76
Earnings used in the calculation of diluted earnings per share	486.79	449.76
Earnings used in the calculation of diluted earnings per share	**486.79**	**449.76**

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
	Number	Number
Weighted average number of shares used in calculation of diluted earnings per share	36,77,84,631	34,07,38,269

NOTE NO. 32: SEGMENT INFORMATION :

(₹ in Crore)

Revenue from external customers	As at 31st March, 2025	As at 31st March, 2024
India	8,697.13	9,965.30
Other Countries	3,851.29	3,302.20
Total	**12,548.42**	**13,267.50**

(₹ in Crore)

Segment Profit before tax (before exceptional items)	As at 31st March, 2025	As at 31st March, 2024
India	367.89	892.43
Other Countries	604.62	19.74
	972.51	**912.17**
Add: Unallocated income	-	-
Less: Unallocated expenses	262.50	239.55
Profit before tax	**710.01**	**672.62**

Notes Forming Part of the Consolidated Financial Statements
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(₹ in Crore)

Segment Assets	As at 31st March, 2025	As at 31st March, 2024
India	12,547.43	11,829.65
Other Countries	4,558.79	4,349.58
	17,106.22	**16,179.23**
Unallocated		
Investments	0.78	0.77
Non-current tax assets	12.22	53.64
Total assets as per balance sheet	**17,119.22**	**16,233.64**

(₹ in Crore)

Non-current assets	As at 31st March, 2025	As at 31st March, 2024
India	2,750.10	2,581.57
Other Countries	229.32	110.11
Total non-current assets	**2,979.42**	**2,691.68**

(₹ in Crore)

Segment Liabilities	As at 31st March, 2025	As at 31st March, 2024
India	7,545.96	7,227.46
Other Countries	1,948.37	2,766.10
	9,494.33	**9,993.56**
Unallocated		
Current Borrowings	1,640.48	1,857.32
Non-Current Borrowings	595.24	597.69
Deferred Tax Liability	64.96	103.67
Current Tax Liability	62.15	83.89
Total liabilities as per balance sheet	**11,857.16**	**12,636.13**

(₹ in Crore)

Non-Current Liabilities	As at 31st March, 2025	As at 31st March, 2024
India	2,609.63	1,633.29
Other Countries	252.58	419.99
Total non-current liabilities	**2,862.21**	**2,053.28**

Information about major customers:

During the year ended 31st March, 2025, revenue of ₹ 1,293.36 Crore arising from a customer in Liberia (Viz. ArcelorMittal Liberia Limited) contributes to more than 10% of the Company's revenue. (As at 31st March, 2024, no customer, individually, contributed 10% or more to the Company's revenue).

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NOTE NO. 33. CORPORATE SOCIAL RESPONSIBILITY:

Disclosure of Corporate Social Responsibility (CSSR) expenditure in line with the requirement with Guidance Note on "Accounting for Expenditure on Corporate Social Responsibility Activities".

As per Section 135 of the Companies Act 2013,a CSSR Committee has been formed by the Company,The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art, culture, healthcare, destitute care and rehabilitation and rural development project.

(₹ in Crore)

Particulars			As at 31st March, 2025	As at 31st March, 2024
(i)	Gross amount required to be spent by the Group during the year:		4.37	1.66
(ii)	CSR expenditure incurred during the year			
	(a)	Construction/acquisition of any asset	0.36	-
	(b)	On purposes other than (a) above	2.48	0.17
(iii)	Related party transactions as per Ind AS 24 in relation to CSR expenditure		-	-
(iv)	Nature of CSR activities:			
	(a)	Disaster Management, including relief, rehabilitation and reconstruction activities.	-	-
	(b)	Promoting education, art, culture	2.24	0.09
	(c)	Promoting health care including preventive health care,etc.	0.60	0.08

During FY 2024-25 the Company was required to spend ₹ 4.37 Crore toward CSR activities / projects. However, after adjusting the excess CSR spending of ₹ 0.63 Crore of the previous years, the CSR obligation of the Company for FY 2024-25 was ₹ 3.74 Crore. Accordingly, Company had incurred CSR expenditure of ₹ 2.84 Crore and the balance unspent CSR amount of ₹ 0.90 Crore transferred to unspent CSR account.

During the previous year, CSR amount required to be spent by the Group as per section 135 of The Companies Act, 2013 read with Schedule VII thereof during the year i.e. 2% of the last 3 years preceding net profits which comes to ₹ 1.66 Crore. However, same was eligible for set-off against the accumulated credit of excess voluntary CSR spending of ₹ 2.12 Crore in the preceding 3 financial years.

NOTE NO.34: RELATED PARTY DISCLOSURES

(a) Details of related parties:	Nature of Relationship
Shapoorji Pallonji and Company Private Limited (SPCPL)	Parent Company till 12th January 2024. Entity having significant influence from13th January 2024
Goswami Infratech Private Limited	Holding Company from 13th January, 2024 till 3rd November, 2024 Entity having significant influence w.e.f. 4th November 2024
Hazarat & Company Private Limited	Subsidiaries of the Company
Afcons Corrosion Protection Private Limited	
Afcons Hydrocarbons Engineering Private Limited	
Afcons Construction Mideast LLC	
Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL	
Afcons Gulf International Project Services FZE	
Afcons Mauritius Infrastructure Ltd (AMIL)	
Afcons Overseas Singapore Pte Ltd.	
Afcons Infra Projects Kazakhstan LLP	
Afcons Overseas Project Gabon SARL	
Afcons Oil & Gas Services Private Limited	
Afcons Contracting Company (w.e.f. 1st August, 2024)	

Notes Forming Part of the Consolidated Financial Statements
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(a) Details of related parties:	Nature of Relationship
Floreat Investments Private Limited	Susbsidiaries of entity having significant influence over the Company w.e.f. 13th January, 2024 (Where there are transactions)
ESP Port Solutions Private Limited	
Sterling & Wilson Private Limited	
Shapoorji Pallonji Infrastructure Capital Company Private Limited	
Shapoorji Pallonji Pandoh Takoli Highway Private Limited	
Simar Port Private Limited	
SP Port Maintenance Private Limited	
SP Oil and Gas Malaysia SDN BHD	
SP Engineering Service Pte Ltd.	
Forvol International Services Limited	
Shapoorji Pallonji Energy Private Limited (Formerly known as "Shapoorji Pallonji Oil and Gas Private Limited") ("SPEPL")	
Shapoorji Pallonji Finance Private Limited	
Afcons - SPCPL Joint Venture	
Sharus Steel Products Private Limited	
Shapoorji & Pallonji Qatar, WLL	
Renaissance Commerce Private Limited	Fellow Subsidiary(s) from 13th January, 2024 till 3rd November, 2024 Subsidiaries of entity having significant influence over the Company w.e.f. 4th November, 2024 (Where there are transactions)
Hermes Commerce Private Limited	
Transtonnelstroy Afcons Joint Venture	Joint Operations
Dahej Standby Jetty Project undertaking	
Afcons Gunanusa Joint Venture	
Afcons Pauling Joint Venture	
Strabag AG Afcons Joint Venture	
Ircon Afcons Joint Venture (wound up on 30th September, 2024)	
Afcons Sener LNG Construction Projects Private Ltd.	
Afcons Sibmost Joint Venture	
Afcons Vijeta PES Joint Venture	
Afcons SMC Joint Venture	
Afcons Vijeta Joint Venture	
Afcons JAL Joint Venture	
Afcons KPTL Joint Venture	
Afcons Infrastructure Limited & Vijeta Projects And Infrastructures Ltd. JV	
Afcons Vijeta JV	
Afcons Hindustan Joint Venture	

(a) Details of related parties:	Nature of Relationship
Vigil Juris	Entity controlled / Jointly controlled by members of the key management personnel till 25th March, 2024
Mr. Shapoorji P. Mistry – Chairman	Key Management Personnel
Mr. K. Subramanian – Executive Vice Chairman	
Mr. S. Paramasivan – Managing Director	
Mr. Giridhar Rajagopalan - Deputy Managing Director	
Mr. Pallon S.Mistry - Non-Executive Director (Upto 12th March 2024)	
Mr. Umesh N.Khanna - Non-Executive Director	
Ms. Roshen M.Nentin - Non-Executive Director (Upto 12th March 2024)	
Mr. Pradip N.Kapadia - Independent Director (Upto 25th.March 2024)	
Mr. David P.Rasquinha - Independent Director (Upto 24th March 2024)	
Mr. Sitaram Janardan Kunte - Independent Director (w.e.f. 12th March 2024)	
Mr. Cherag S.Balsara - Independent Director (w.e.f. 24th March 2024)	
Mr. Atul Sobti - Independent Director (w.e.f. 24th March 2024)	
Ms. Rukhshana Jina Mistry - Independent Director (w.e.f. 12th March 2024)	
Mr. Anurag Kumar Sachan - Independent Director (w.e.f. 12th March 2024)	

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NOTE NO. 34: RELATED PARTY DISCLOSURES

(b) Details of transactions with related party

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Managerial Remuneration paid															
a) Short Term Employee Benefit														-	-
S.Paramasivan										8.48	4.96			8.48	4.96
K.Subramanian										9.75	5.44			9.75	5.44
Giridhar Rajagopalan										5.34	3.02			5.34	3.02
b) Post Employment Benefits															
S.Paramasivan										0.97	0.85			0.97	0.85
K.Subramanian										1.06	0.93			1.06	0.93
Giridhar Rajagopalan										0.32	0.28			0.32	0.28
c) Other Long Term Benefits															
S.Paramasivan										0.44	0.40			0.44	0.40
K.Subramanian										0.50	0.46			0.50	0.46
Giridhar Rajagopalan										0.20	0.18			0.20	0.18
Sitting Fees paid															
Shapoorji P. Mistry										0.04	0.07			0.04	0.07
Pallon S.Mistry											0.06			-	0.06

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having sugnificant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Umesh N.Khanna										0.23	0.21			0.23	0.21
Roshen M.Nentin											0.06			-	0.06
Pradip N.Kapadia											0.25			-	0.25
David P.Rasquinha											0.17			-	0.17
Sitaram Janardan Kunte										0.23	0.04			0.23	0.04
Cherag S.Balsara										0.09	0.01			0.09	0.01
Atul Sobti										0.11	0.01			0.11	0.01
Rukhshana Jina Mistry										0.20	0.03			0.20	0.03
Anurag Kumar Sachan										0.14	0.04			0.14	0.04
Dividend on Preference Shares															
Floreat Investments Private Limited						0.01								-	0.01
Shapoorji Pallonji & Company Private Limited			0.01											-	0.01
Dividend on Equity Shares															
Shapoorji Pallonji & Company Private Limited		12.52	19.64											12.52	19.64
Goswami Infratech Private Limited	13.30				-									13.30	-
Floreat Investments Private Limited					4.04	5.21								4.04	5.21
Hermes Commerce Private Limited					1.01									1.01	-
Renaissance Commerce Private Limited.					1.01									1.01	-

Notes Forming Part of the Consolidated Financial Statements as at and for the Year Ended 31st March, 2025 (Contd.)

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
K.Subramanian										0.02	0.02			0.02	0.02
S.Paramasivan										0.02	0.01			0.02	0.01
Giridhar Rajagopalan										0.01	0.00			0.01	0.00
Interest Income															
Afcons Sener LNG Construction Projects Private Limited								0.21	0.44					0.21	0.44
S P Engineering Service Pte Limited					2.18	2.56								2.18	2.56
Shapoorji Pallonji & Company Private Limited		7.78												7.78	-
SP Port Maintenance Private Limited					5.46									5.46	-
Shapoorji Pallonji Infrastructure Capital Company Private Limited					2.74									2.74	-
Other Income															
Transtonnelstroy-Afcons Joint Venture								0.04	0.06					0.04	0.06
Strabag-AG Afcons Joint Venture								0.29	0.51					0.29	0.51
Shapoorji Pallonji & Company Private Limited		0.62												0.62	-
Sterling & Wilson Private Limited						0.01								-	0.01
Afcons - KPTL Joint Venture									0.22					-	0.22
Afcons - SPCPL Joint Venture								4.00						4.00	-
Subcontract Income															
Transtonnelstroy-Afcons Joint Venture								0.09	0.03					0.09	0.03
Shapoorji Pallonji Pandoh Takoli Highway Private Limited					75.16	165.97	196.29							75.16	362.26

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having sugnificant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Shapoorji Pallonji Infrastructure Capital Company Private Limited					68.34	34.64	110.08							68.34	144.72
Simar Port Private Limited					4.48	13.11	22.12							4.48	35.23
Income from Equipment Hire															
Simar Port Private Limited					0.03	2.14	0.03							0.03	2.17
Distribution of Profit / (Loss) from Joint Ventures															
Ircon-Afcons Joint Venture								0.87	-					0.87	-
Sale of Spares/Materials/Assets															
Transtonnelstroy-Afcons Joint Venture								0.00	0.04					0.00	0.04
Afcons - KPTL Joint Venture								0.03	0.04					0.03	0.04
Advance Given															
Transtonnelstroy-Afcons Joint Venture								0.36	0.57					0.36	0.57
Strabag-AG Afcons Joint Venture									1.80					-	1.80
Afcons Sener LNG Construction Projects Private Limited								1.01	0.64					1.01	0.64
Afcons - KPTL Joint Venture								2.24	5.32					2.24	5.32
S P Engineering Service Pte Limited					2.18	2.56								2.18	2.56
Advance Received back															
Transtonnelstroy-Afcons Joint Venture								(0.37)	(0.67)					(0.37)	(0.67)
Afcons Sener LNG Construction Projects Private Limited								(4.07)	(0.17)					(4.07)	(0.17)

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(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having sugnificant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Afcons - KPTL Joint Venture								(4.62)	(2.21)					(4.62)	(2.21)
Shapoorji Pallonji & Company Private Limited		(165.13)	(2.24)											(165.13)	(2.24)
Strabag-AG Afcons Joint Venture								(1.80)						(1.80)	-
Acceptances-Repaid															
Shapoorji Pallonji Finance Private Limited					50.00	25.00								50.00	25.00
Acceptances-Availed															
Shapoorji Pallonji Finance Private Limited					(25.00)	(50.00)								(25.00)	(50.00)
Service Charges paid															
SP Oil and Gas Malaysia SDN BHD					0.01	20.79								0.01	20.79
Interest Expenses															
Shapoorji Pallonji Finance Private Limited					2.98	2.22								2.98	2.22
Rent Expense															
Sharus Steel Products Private Limited					1.21	0.20	0.30							1.21	0.50
Legal & Professional Fees															
Shapoorji Pallonji & Company Private Limited (Consultancy Services)		0.42	1.31	0.47										0.42	1.78
Vigil Juris												-	0.04	-	0.04
Shapoorji Pallonji Finance Private Limited						0.25								-	0.25
Shapoorji Pallonji Energy Private Limited						0.08								-	0.08

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Subcontract Expenses															
Shapoorji Pallonji Qatar WLL							89.50							-	89.50
Sterling & Wilson Private Limited					29.13									29.13	-
Travelling Expenses															
Forvol International Service Limited					21.85	15.50	4.69							21.85	20.19
Purchase of Spares/Materials/Assets															
Transtonnelstroy-Afcons Joint Venture								0.01	0.02					0.01	0.02
Afcons - KPTL Joint Venture									0.28					-	0.28
Details of Related Party Outstanding Balances as on 31st March 2025															
Outstanding amount of acceptances															
Shapoorji Pallonji Finance Private Limited						(25.00)								-	(25.00)
Outstanding Amount Loans & Advances Dr/ (Cr)															
Shapoorji Pallonji & Company Private Limited		104.41		269.55										104.41	269.55
Strabag-AG Afcons Joint Venture									1.80					-	1.80
Transtonnelstroy-Afcons Joint Venture								4.80	4.81					4.80	4.81
Afcons Sener LNG Construction Projects Private Limited								0.58	3.64					0.58	3.64
Afcons - KPTL Joint Venture								5.97	8.99					5.97	8.99
S P Engineering Service Pte Limited					45.83		42.60							45.83	42.60
Sharus Steel Products Private Limited					0.30	0.30								0.30	0.30

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(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having significant influence	Holding Company(s)	Entity having significant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Outstanding Amount - Debtors															
Transtonnelstroy-Afcons Joint Venture								4.01	3.96					4.01	3.96
Shapoorji Pallonji & Company Private Limited		8.77		0.26										8.77	0.26
Strabag-AG Afcons Joint Venture								2.42	2.13					2.42	2.13
Afcons - KPTL Joint Venture								0.29	0.26					0.29	0.26
Shapoorji Pallonji Infrastructure Capital Company Private Limited					251.02		205.07							251.02	205.07
Shapoorji Pallonji Pandoh Takoli Highway Private Limited					169.12		324.36							169.12	324.36
Shapoorji Pallonji Qatar WLL							9.71							-	9.71
Simar Port Private Limited					0.20		2.39							0.20	2.39
ESP Port Solutions Private Limited							10.09							-	10.09
Sterling & Wilson Private Limited					0.02		0.02							0.02	0.02
SP Port Maintenance Private Limited #					50.45									50.45	-
Outstanding Amount - Creditors															
Forvol International Service Limited					1.43		1.20							1.43	1.20
Shapoorji Pallonji Infrastructure Capital Company Private Limited					46.11		52.29							46.11	52.29
Shapoorji Pallonji Pandoh Takoli Highway Private Limited					0.97		2.55							0.97	2.55
Shapoorji Pallonji Qatar WLL					(10.40)									(10.40)	-
Simar Port Private Limited					1.33		2.66							1.33	2.66
SP Oil and Gas Malaysia SDN BHD					(0.00)		1.21							(0.00)	1.21
Shapoorji Pallonji & Company Private Limited		0.04		69.29										0.04	69.29

(₹ in Crore)

Nature of Transaction	Holding Company(s)	Entity having sugnificant influence	Holding Company(s)	Entity having sugnificant influence	Subsidiaries of the entity having significant influence over the Company	Fellow subsidiary(s)	Subsidiaries of the entity having significant influence over the Company	Joint Operations		Key Management Personnel		Entity controlled / Jointly controlled by members of the governing board		Total	
	Apr-Mar 25		Apr-Mar 24	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	From 01 Apr 2023 to 12 Jan 2024	From 13th Jan 2024 to 31st Mar 2024	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24	Apr-Mar 25	Apr-Mar 24
Sharus Steel Products Private Limited					0.33		0.09							0.33	0.09
Transtonnelstroy-Afcons Joint Venture								(0.00)	(0.00)					(0.00)	(0.00)
Strabag-AG Afcons Joint Venture								1.05	1.05					1.05	1.05
Afcons - KPTL Joint Venture								0.03						0.03	-
Vigil Juris												-	0.00	-	0.00
Sterling & Wilson Private Limited					1.75									1.75	-

All outstanding balances are unsecured and are repayable as per terms of credit and settlement occurs in cash.

All related party transactions entered during the year were in ordinary course of business and on arms length basis.

As the liabilities for defined plans and leave entitlements are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel are not included.

As of 31st March, 2025 the Company has an outstanding receivables amounting to ₹ 50.45 Crore (includiing Interest) from Gopalpur trust limited (GPL) & ESP Port solutions Private Limited (ESP) collectively under the EPC contract for the Gopalpur Port Project. During the year, GPL & ESP has assigned total receivable amounting to ₹ 50.45 Crore to SP Port Maintenance Private Ltd. vide settlement agreement dated 2nd July, 2024 between GPL and ESP.

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NOTE NO. 35: ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENT TO SCHEDULE III TO THE COMPANIES ACT, 2013.

Name of the entity	% Holding	Net Assets, i.e., total assets minus total liabilities		Share of profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net assets	Amount (₹ in Crore)	As % of Consolidated profit or loss	Amount (₹ in Crore)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crore)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crore)
Parent : Afcons Infrastructure Ltd.		88.51%	4,657.44	95.11%	462.97	58.77%	(5.73)	95.85%	457.24
Subsidiaries :									
Indian:									
1) Hazarat & Company Pvt.Ltd.	100%	0.00%	0.04	0.00%	0.01	0.00%	-	0.00%	0.01
2) Afcons Corrosion Protection Pvt. Ltd.	100%	0.04%	2.05	0.01%	0.07	0.00%	-	0.01%	0.07
3) Afcons Hydrocarbons Engineering Private Limited	100%	0.03%	1.52	0.01%	0.06	0.00%	-	0.01%	0.06
4) Afcons Oil & Gas Service Pvt.Ltd.	100%	0.00%	(0.04)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Foreign:									
1) Afcons Construction Mideast LLC	100%	(2.79%)	(146.64)	(9.75%)	(47.47)	15.69%	(1.53)	(10.27%)	(49.00)
2) Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL	49%	0.35%	18.33	(0.10%)	(0.49)	(7.59%)	0.74	0.05%	0.25
3) Afcons Gulf International Project Services FZE	100%	0.08%	4.26	(0.05%)	(0.24)	0.00%	-	-0.05%	(0.24)
4) Afcons Mauritius Infrastructure Ltd.	100%	0.34%	18.14	1.23%	5.98	0.00%	-	1.25%	5.98
5) Afcons Overseas Singapore Pte Ltd.	100%	10.22%	537.79	(10.41%)	(50.67)	(128.41%)	12.52	(8.00%)	(38.15)
6) Afcons Infra Projects Kazakhstan LLP	100%	(0.03%)	(1.72)	0.00%	(0.01)	(0.10%)	0.01	0.00%	-
7) Afcons Contracting Company	90%	0.04%	2.27	0.00%	-	(2.05%)	0.20	0.04%	0.20
8) Afcons Overseas Project Gabon SARL	100%	0.35%	18.54	(0.17%)	(0.82)	(5.03%)	0.49	(0.07%)	(0.33)
Minority interests in all subsidiaries		0.03%	1.54	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Joint Operations									
Indian									
1) Afcons Gunanusa Joint Venture	100%	(0.91%)	(47.89)	(0.85%)	(4.13)	0.00%	-	(0.87%)	(4.13)
2) Transtonnelstroy Afcons Joint Venture	99%	(0.64%)	(33.64)	8.98%	43.72	0.00%	-	9.16%	43.72
3) Dahej Standby Jetty Project Undertaking	100%	0.02%	1.00	(0.01%)	(0.06)	0.00%	-	(0.01%)	(0.06)
4) Afcons Pauling Joint Venture	100%	0.03%	1.74	0.00%	-	0.00%	-	0.00%	-
5) Strabag AG Afcons Joint Venture	40%	0.96%	50.65	8.31%	40.45	0.00%	-	8.48%	40.45

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Name of the entity	% Holding	Net Assets, i.e., total assets minus total liabilities		Share of profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of Consolidated net assets	Amount (₹ in Crore)	As % of Consolidated profit or loss	Amount (₹ in Crore)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Crore)	As % of Consolidated Total Comprehensive Income	Amount (₹ in Crore)
6) Afcons Sener LNG Construction Projects Pvt.Ltd.	49%	(0.35%)	(18.63)	(1.43%)	(6.96)	0.00%	-	(1.46%)	(6.96)
7) Ircon Afcons Joint Venture	47%	0.00%	-	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
8) Afcons Sibmost Joint Venture	100%	1.98%	104.18	(1.35%)	(6.59)	0.00%	-	(1.38%)	(6.59)
9) Afcons Vijeta PES Joint Venture	100%	(0.02%)	(1.00)	(0.09%)	(0.43)	0.00%	-	(0.09%)	(0.43)
10) Afcons SMC Joint Venture	100%	0.01%	0.43	(0.02%)	(0.10)	(4.41%)	0.43	0.07%	0.33
11) Afcons Vijeta Joint Venture	100%	0.69%	36.33	3.49%	17.00	0.00%	-	3.56%	17.00
12) Afcons JAL Joint Venture	100%	0.00%	0.17	(0.21%)	(1.01)	0.00%	-	(0.21%)	(1.01)
13) Afcons KPTL Joint Venture	51%	0.54%	28.65	0.48%	2.36	19.38%	(1.89)	0.10%	0.47
14) Afcons Infrastructure Limited & Vijeta Projects and Infrastructures Ltd. Joint Venture	100%	0.46%	24.20	7.48%	36.43	10.36%	(1.01)	7.42%	35.42
15) Afcons - Vijeta J V	100%	0.37%	19.46	0.22%	1.05	143.38%	(13.98)	(2.71%)	(12.93)
16) Afcons - Hindustan Joint Venture	100%	0.10%	5.40	0.47%	2.31	0.00%	-	0.48%	2.31
Inter-company eliminations and consolidation adjustments		(0.43%)	(22.51)	(1.36%)	(6.60)	0.00%	-	(1.38%)	(6.60)
Total		**100.00%**	**5,262.06**	**100.00%**	**486.79**	**100.00%**	**(9.75)**	**100.00%**	**477.04**

Refer note 2 (a & b) for principal activity

36. AFCONS GUNANUSA JOINT VENTURE (AGJV)

AGJV had submitted claims to ONGC, arising on account of cost overruns due to change orders, in terms of the provisions of the contract. The Joint venture has invoked arbitration in respect of the aforesaid change orders. Claims against change orders and counter claims by ONGC aggregating to approx. ₹ 400.00 Crore is currently being discussed in arbitration and cross examination of Claimant's witness is being carried out in arbitration.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims and counter claims, carried out by Joint Venture's management, after considering the current facts and status of proceedings in arbitration as of date, which is supported by legal opinion, management of joint venture is of the view that the "amount due from customer under construction contract" of ₹ 124.05 Crore as on 31st March, 2025 (as at 31st March, 2024: ₹ 124.05 Crore) is appropriate and no provision is required to be made as these have been considered as good and fully recoverable by the Management. However, considering that the arbitration proceedings are ongoing, the duration and outcome is uncertain.

Notes Forming Part of the Consolidated Financial Statements
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37. TRANSTONNELSTROY AFCONS JOINT VENTURE (TAJV)

The Transtonnelstroy Afcons Joint Venture ("the JV") had submitted variations to the client for two projects (package UAA-01 and package UAA-05) arising on account of cost overruns, due to unforeseen geological conditions, delays in handing over of land and change in scope of work etc., in terms of the provisions of the contract with the Chennai Metro Rail Limited ("the client"), which the Management believes is attributable to the client.

During FY 2021-22, Arbitration Panel issued a unanimous award in favour of Joint Venture granting extension of time in terms of number of days (the "claim no. 1 and 2"). The Arbitral Awards on Extension of Time matters (Claim No. 1 and 2) of Contract UAA-01 and UAA-05 were challenged by CMRL before the Ld. Single Judge of Madras High Court and succeeded. The order of the Ld. Single Judge was then challenged by TTA JV before the Hon'ble Division Bench and the same was dismissed vide order dated 1st February 2023. The said order of the Hon'ble Division Bench has been challenged before the Hon'ble Supreme Court by TTA JV. The Hon'ble Supreme Court was pleased to admit the SLP filed by TTA JV and the same is registered as Civil Appeal. An early hearing application is filed by TTAJV to list the matters early. However, the Hon'ble Supreme Court did not allow the said application.

Based on the assessment made, both the orders were not challenged by CMRL on the Merits of the Arbitral Award but on the alleged procedural lapses on part of the Tribunal (i.e., no opportunity provided to CMRL on account of two particular documents sought by the Tribunal from TTA JV). Further, the Ld. Single Judge in its Order has also granted liberty to the Parties to go back to the existing Tribunal to get opportunity on the two documents. Also, the Hon'ble Division bench after hearing prima facie case has sought consent of parties on remanding the matter to the same Tribunal. However, since CMRL did not agree for consenting to the same and also the Hon'ble bench does not have special power to direct the parties to go before the same Tribunal, the Hon'ble bench proceeded to hear the matter and pronounced the order."

Arbitration proceedings related to claims for cost of extension of time granted in claim no. 1 and 2 and related cost i.e. Claim No. 3 and 3A along with EOT claimed beyond Arbitration Award and associated cost, forming part of Claim No 8 have been kept on hold and shall be initiated based on outcome Civil Appeal of the SLP filed with Hon'ble Supreme Court. Disputes related to release of withheld amount, release of retained amount, refund of amount encashed against Bank Guarantees amounting to ₹ 25.77 Crore (as at March 31, 2024: ₹ 25.77 Crore) and issuance of final taking over certificate (the "claim no. 8") were being heard before arbitration tribunal. Further, there are counter claims submitted by CMRL amounting ₹ 1,945.81 Crore. The counterclaims lodged by CMRL arose due to the alleged defective works in the tunnelling i .e. excessive steps and lips in the Tunnel Rings. The Counter claims are mainly towards the contingencies that CMRL may have to incur in future in the form of Rectification works, Loss of revenue and additional maintenance costs during the intended design life due to the said alleged defects in the tunnelling works. On 2nd August, 2024 and 16th August, 2024 Arbitral Tribunal has passed unanimous award pertaining to the Project i.e. UAA 01 and UAA 05 respectively where Claim no. 8 – counter claim of CMRL pertaining to package UAA 01 and UAA 05 to the tune of ₹ 1,945.81 Crore. was rejected and also confirmed the effective date for issuance of Taking over certificate and issuance of Performance certificate by CMRL.

In the earlier years, Joint Venture had received two favourable arbitration awards, amounting ₹ 106.64 Crore and ₹ 14.67 Crore in few of the other matters. The Client has challenged these arbitration awards before the Hon'ble High Court, Madras. Pending disposal of these matters in the court, client has, upon submission of the bank guarantee by the Joint Venture, deposited part of the award amount with the Joint Venture, pursuant to an interim stay order from Hon'ble High Court, Madras. The arbitration awards amounting to ₹ 120.81 Crore (as at 31st March, 2024: ₹ 120.81 Crore) and interest on arbitration award of ₹ 30.63 Crore (as at 31st March, 2024: ₹ 30.63 Crore) has been recognised as "Non-current Trade Receivables", "Other non-current financial assets - Interest on Trade Receivables as per Arbitration Awards" respectively, and the amount of ₹ 79.28 Crore (as at 31st March, 2024: ₹ 79.28 Crore) received against such award has been recognised as "Other Non-current Liabilities -Contract Liabilities- Advances from customers". During the current year single bench of High court has passed judgement on 21st June, 2024 and 31st January, 2025, setting aside the Arbitration Award of ₹ 106.64 Crore and ₹ 14.67 Crore respectively. TTA JV made an appeal to Division Bench High Court against the Order which is listed and posted for final hearing on 06th June, 2025.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims and counter claims , carried out by Joint Venture's management, after considering the current facts and status of negotiation/amicable settlement with the client/ proceedings in arbitration, High Court and Supreme

Court as of date, which is supported by legal opinion, management of Joint Venture is of the view that the "amount due from customer under construction contracts" recorded in the books of accounts is based on cost actually incurred and so claimed but not duly compensated. Management of joint venture is confident of getting favourable order/ award and is of the opinion that amount of ₹ 659.87 Crore (as at 31st March, 2024: ₹ 659.87 Crore) recognised towards such variations/ claims in 'Amounts due from customers under construction contracts' as non-current assets, an amount of ₹ 120.81 Crore (as at 31st March, 2024: ₹ 120.81 Crore) towards the arbitration award recognised as 'Non-current Trade Receivables', an amount of ₹ 30.63 Crore (as at 31st March, 2024: ₹ 30.63 Crore) interest on arbitration award as "Other non-current financial assets - Interest on Trade Receivables as per Arbitration Awards" and an amount of ₹ 25.77 Crore (as at 31st March, 2024: ₹ 25.77 Crore) bank guarantee encashed by client as "Other financial assets- non-current: Other Receivables", is appropriate and the same is considered as good and fully recoverable. Joint Venture management does not anticipate any loss to be recognised or contingent liability to be disclosed at this stage. However, considering that the negotiation, proceedings in arbitration, High Court and Supreme Court are ongoing, the duration and outcome is uncertain.

38. DAHEJ STANDBY JETTY PROJECT UNDERTAKING (DJPU)

Management of Dahej Standby Jetty Project Undertaking ("DJPU") has submitted variations towards the amount of claims in terms of the provisions of the contract, which were not approved by the Petronet LNG Limited (""the client""). During FY 2018-19, management has invoked arbitration for settlement of their claims against the client.

During the earlier year, an unfavourable award was granted in Arbitration, towards claims of liquidated damages for delay in completion of works by Joint Venture for ₹ 79.28 Crore (including interest of ₹ 20.45 Crore). Client has subsequently encashed the bank guarantees given by a Joint Venturer Partner, Afcons Infrastructure Limited of ₹ 79.28 Crore and recovered the award amount. The amount of encashed Bank Guarantee has been recorded by the Joint Venture as Other Receivables from customer (Other non-current assets) and Payable to JV Partner (non-current borrowings). Thereafter, the Joint Venture has filed petition at Hon'ble High Court, Delhi for setting aside the unfavourable award and also submitted claims for additional cost incurred w.r.t extended stay and acceleration cost, considering that the delay is attributable to the client and in terms of the contractual provisions. This petition is admitted by Hon'ble High Court, Delhi and hearings is currently in process. The Hon'ble High Court Delhi on 22nd November 2022 directed client to submit an undertaking signed by President (Finance) of client, to the effect that it shall restitute the entire amount in the event Joint Venture succeeds in its challenge to the award. The next hearing is scheduled on 22nd July, 2025.

Based on the assessment, historical experience in similar circumstances and technical evaluation of the aforesaid matters related to claims, carried out by Joint Venture's management, after considering the current facts and status of proceedings in High Court as of date, which is supported by legal opinion, management of Joint Venture is of the view that the amount recoverable from the client of ₹ 79.28 Crore (as at 31st March, 2024 : ₹ 79.28 Crore) disclosed as 'Other Receivables' and the 'amount due from customer under construction contract' of ₹ 11.10 Crore (as at 31st March, 2024: ₹ 11.10 Crore) is appropriate and no further provision for aforesaid claims and receivables is required to be made as these have been considered as good and fully recoverable by the Management. However, considering that the proceedings in High Court are ongoing, the duration and outcome is uncertain.

39. (a) The Company has been legally advised that outstanding interest free advances aggregating to ₹ 894.68 Crore (as at 31st March, 2024 ₹ 858.14 Crore) before elimination made towards financing the unincorporated joint operations do not come under the purview of Section 186 of Companies Act, 2013 as the Company is in the business of constructing and developing infrastructure facilities.

(b) In view of non-applicability of section 186 of the Companies Act, 2013, the details of particulars required to be made thereunder in the financial statements are not applicable in relation to loan made, guarantee given or security provided. For investments made refer to Note no. 4.

40. CHENAB BRIDGE PROJECT UNDERTAKING ("CBPU")

The Konkan Railway Corporation Limited (KRCL) issued a contract for the construction of a Steel Arch Bridge across the Chenab River on 24th August, 2004. The project has faced various delays due to revisions in the design basis note (DBN), changes to the arch span, and delays in finalising slope stabilisation and various specifications related to works. These changes were primarily initiated by KRCL, which the management believes are the root causes of the delays and additional expenses incurred by the Company.

As a result of these delays and changes, the Company has raised claims for the period upto June 2013, in arbitration proceedings, seeking reimbursement for additional expenses incurred, including loss of productivity, extended stay costs, categorisation of excavation works, change in alignment of the project. However, the majority of these claims were dismissed unfavourably by the Special Arbitral Tribunal. These unfavourable awards are currently under challenge in the Hon'ble Bombay High Court.

Claims beyond July 2013 are currently being adjudicated by a Standing Arbitral Tribunal mutually appointed by both parties (the Company and KRCL). The costs arising from the extended duration of the project caused by the delays attributable to KRCL, which is one of the key claims under adjudication. Further, a key claim involves increased quantities of structural steel due to changes in the design. In the process of negotiation with KRCL, a committee was appointed by KRCL through the Railway Board has submitted recommendations that favour the Company. However, KRCL has declined to implement these recommendations, and as a result, this matter has been referred to the Standing Arbitral Tribunal for further adjudication.

As of 31st March, 2025, the Company has recorded an amount of ₹ 192.92 Crore (as at 31st March, 2024, ₹192.92 Crore) as "Amount due from customer under construction contract" in its books. This includes ₹ 115.00 Crore related to the increase in steel quantities due to design changes. This amount reflects costs that have been incurred by the Company but have not been compensated by KRCL. This amount is claimed by the Company based on costs actually incurred, and despite the ongoing arbitration and legal proceedings, the Company is confident of recovering the full amount.

The Company's management is optimistic about obtaining a favourable judgement in the ongoing arbitration proceedings, as well as the appeal in the Bombay High Court. This optimism is based on the historical experience in similar contract disputes, legal opinion indicating a likely favourable outcome and the technical evaluation of the claims, which suggests that the claims are reasonable and likely to be upheld.

However, given that the arbitration and High Court proceedings are still ongoing, the duration and outcome remain uncertain. Therefore, the ultimate realisation of the amount due from KRCL is subject to consequences associated with the arbitration and legal processes.

41. The Group had executed project awarded by the Board of Trustees of the port of Mumbai (MbPT) for Modernisation of the existing Marine Oil Terminal and berths/jetties J1, J2 and J3 at the Multi-cargo Marine Oil Terminal of Jawahar Dweep based in Mumbai Harbour. The project had completed in June 2003.

The Group had gone into arbitration with MbPT for compensation for extended stay related to projects and was successful in getting an award of ₹ 96.02 Crore including interest till the date of award, in its favour on November 2011. However, the Award was challenged by MbPT u/s 34 of Arbitration and Conciliation Act, 1996 to the Single Bench of Bombay High Court. The Single Bench had set aside the award and passed the order in favour of MbPT. The Group filed an appeal with the High Court of Mumbai for a two bench Judge as against order of Single Bench. The appeal was admitted by the High Court for a hearing by a two bench Judge in the month of April 2018. Based on management's assessment, legal opinion obtained and facts of the matter, the Group is confident of winning the case and recovering the entire amount from MbPT in future.

42. The Group had executed projects awarded by Uttar Pradesh Expressways Industrial Development Authority for Construction of Six-lane green field Kannauj to Unnao Expressway (package IV) and Firozabad to Etavah (package II). During the execution of these projects the client issued various change orders which required additional deployment of resources. The expressway was inaugurated and put to use in December 2016. These projects were completed 13 months ahead of schedule.

Due to the various change orders, the Company has raised various claims towards additional expenses on account of change of scope, additional works, royalty claim etc. An amount of ₹ 221.96 Crore (as at 31st March, 2024 ₹ 211.29 Crore) is outstanding towards unbilled receivables and disclosed under note no.8 "Contract assets". The matter is referred to Arbitration. Considering the legal opinion obtained and facts of the matter, the Group is confident of winning the case and recovering the entire amount from Uttar Pradesh Expressways Industrial Development Authority.

43. (a) The Group has unbilled receivables towards various ongoing and completed projects disclosed under Note no. 8 'Contract assets'. This unbilled work also includes variations on account of cost overruns due to unforeseen geological conditions, delays in handling over land, change in scope of work, etc. which are under discussions at various levels including customer, in arbitration, Dispute Adjudication Board etc. Based on the discussions and merits of the claims, the management is confident about the recovery of these pending variations with respect to unbilled receivables disclosed under note no.8 "Contract assets".

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(b) The Group has a total net receivable of ₹ 1,163.45 Crore (as at 31st March, 2024 : ₹ 1,455.03 Crore) (including interest on arbitration awards ₹ 303.41 Crore (as at 31st March, 2024 : ₹ 389.67 Crore)) which is a part of Trade Receivables shown under note 5 towards arbitration awards which are won by the Group in past, these arbitration awards have been further challenged by the customers before the session court or higher courts of law. Pending disposal of these matters in the courts, management has recognised the amount as per the arbitration award and part payment has been received by management under Niti Aayog Scheme upon submission of a bank guarantee by the Group, which is disclosed as advances from customers in note no.17 'Contract Liability'. Management is confident about the recovery of the amounts involved in the pending matters at various levels.

44. In the earlier years, the Company has from time to time paid advance aggregating to ₹ 269.55 Crore (Outstanding as on 31st March, 2025 ₹ 112.19 Crore (including interest of ₹ 7.78 Crore)) (Outstanding as on 31st March, 2024 ₹ 269.55 Crore) to a Subcontractor viz Shapoorji Pallonji and Company Private Limited in connection with undertaking the designing and interior work of the stations for elevated metro projects at Bangalore, Mumbai, Ahmedabad, and Kanpur awarded to it against the security of Letter of Comfort provided by the subcontractor.

However, since the subcontractor could not execute the work for the station work referred to above, the Company got this station work done on its own. As per terms of Letter of Comfort, subcontractor was to refund this advance to the Company, however due to certain financial difficulties subcontractor has not been able to refund advance given to it under the subcontract.

Considering the fact that aforesaid projects is nearing completion, said advance has been classified as other current financial assets as advance to vendor recoverable in cash.

45. The Joint Operations and Subsidiaries have mentioned in their financial statement that as per the terms of agreement parent is committed to provide additional funds as may be required to meet the working capital requirements of such Joint Operations.

Basis management's assessment, parent is committed to provide and can adequately source additional funds as may be required to meet the working capital requirements of these Joint Operations and Subsidiaries.

46. As on 31st March, 2025, an amount of ₹ 558.02 Crore (as at 31st March, 2024 ₹ 558.62 Crore) (excluding Joint Operations and Subsidiaries) is receivable towards GST Input Credit which includes unutilised credit of inputs and input service on account of inverted duty structure. The Company has a robust Order book position of more than ₹ 31,800 Crore across India and there are several projects which are under the pipeline. Further, the Company has initiated Arbitration towards variations and Time related claims with respect to various projects and management expects favourable awards in these claims/ arbitration. Considering the facts as mentioned above, there is no doubt about the utilisation of the GST input credit balance against the future liabilities and the same is considered good.

47. GOING CONCERN RELATED ASSESSMENTS PERFORMED BY VARIOUS ENTITIES (INCLUDING BRANCHES AND JOINT OPERATIONS) WITHIN THE GROUP.

a) Afcons Sener LNG Constructions Projects Pvt. Ltd.

Material uncertainty related to going concern:

The auditor of Joint Operations "Afcons Sener LNG Constructions Projects Private Limited" has given a note to accounts in financial statement relating to going concern assumption used for preparation of financial statements. Basis the Company's assessment company can adequately source the funding required of the mentioned Joint Operations.

b) Afcons Oil and Gas Services Private Limited

Material uncertainty related to going concern:

The auditor of Joint Operations "Afcons Oil ang Gas Services Private Limited" has given a note to accounts in financial statement relating to going concern assumption used for preparation of financial statements.Basis the Company's assessment company can adequately source the funding required of the mentioned subsidiary.

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c) Afcons Gulf International Projects Services FZE

Material uncertainty related to going concern:

The auditor of subsidiary "Afcons Gulf International Projects Services FZE" has given a note to accounts in financial statement relating to going concern assumption used for preparation of financial statements. Basis the Company's assessment company can adequately source the funding required of the mentioned subsidiary.

d) Afcons Construction Mideast LLC.

Material uncertainty related to going concern:

The auditor of subsidiary "Afcons Construction Mideast LLC" has given a note to accounts in financial statement relating to going concern assumption used for preparation of financial statements. Basis the Company's assessment company can adequately source the funding required of the mentioned subsidiary.

NOTE NO. 48: ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowings secured against current assets

The group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts.

(iii) Relationship with struck off companies

Relationship with Companies whose name is struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.

The Group has following transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

Name of struck off company	Nature of transactions with struck-off company	Balance as on 31st March, 2025 (₹ in Crore)	Balance as on 31st March, 2024 (₹ in Crore)	Relationship with the struck off company
I Dream Infratech Private Limited	Payables	-	0.02	Not a Related Party
Zoiros Infratech Pvt Ltd	Payables	-	0.02	Not a Related Party
Precision Calibration And Services Pvt Ltd	Payables	-	#	Not a Related Party

The Group has following outstanding balances as on 31st March 2025, with the companies struck off under Companies Act, 2013 or Companies Act, 1956. However, no transactions have been entered during the year

Name of struck off company	Nature of transactions with struck-off company	Balance as on 31st March, 2025 (₹ in Crore)	Balance as on 31st March, 2024 (₹ in Crore)	Relationship with the struck off company
Hal Water Vatika Pvt. Ltd.	Payables	0.01	0.01	Not a Related Party
Parmar Power System Pvt.Ltd.	Payables	0.01	0.01	Not a Related Party
V.S.Projects Pvt.Ltd.	Payables	#	#	Not a Related Party
Rump Inspection & Engg.	Payables	#	#	Not a Related Party
Emc2 India Pvt Ltd.	Payables	0.04	0.04	Not a Related Party
Mac International Infra Pvt Ltd.	Payables	0.01	0.01	Not a Related Party

Name of struck off company	Nature of transactions with struck-off company	Balance as on 31st March, 2025 (₹ in Crore)	Balance as on 31st March, 2024 (₹ in Crore)	Relationship with the struck off company
Yasaj Infrastructure Private Limited	Payables	#	#	Not a Related Party
Hbc Infratech Pvt.Ltd.	Payables	#	#	Not a Related Party
Kamlesh Projects Private Limited	Payables	0.06	0.06	Not a Related Party
Bikram Construction Private Limited	Receivables	(0.02)	(0.02)	Not a Related Party
Viradhya Infratech Private Limited	Payables	0.01	0.01	Not a Related Party
Pankasooraj Foundations Private Limited.	Payables	#	#	Not a Related Party
Sokam Overseas Private Limited.	Payables	0.01	0.01	Not a Related Party
Srianandam Infratech Private Limited.	Payables	#	#	Not a Related Party
Mm & Ay Infra Projects Private Limited	Payables	#	#	Not a Related Party
Shaurya Protection And Detection Private Limited	Payables	0.01	0.01	Not a Related Party
Bulsar Construction & Consulting (Opc) Private Limited	Payables	0.02	0.02	Not a Related Party
Engicon India Pvt Ltd	Payables	0.02	0.02	Not a Related Party
Anp Geo Infra Pvt. Ltd.	Payables	0.01	0.01	Not a Related Party

Note:- Amount mentioned as "#" is below rounding off norms adopted by the Company.

(iv) Compliance with number of layers of companies

The group has complied with the number of layers prescribed under the Companies Act, 2013.

(v) Compliance with approved scheme(s) of arrangements

The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vi) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by group from banks and financial institutions have been applied for the purposes for which such loans were taken.

(vii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(viii) Details of crypto currency or virtual currency

The group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(ix) Valuation of PP&E, intangible asset and investment property

The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(x) Utilisation of borrowed funds and share premium

A> The group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

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B> The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(xi) The Group is not declared as a wilful defaulter by any bank or financial institution or other lender during any reporting period.

(xii) The Group does not have any investment property during any reporting period, the disclosure related to fair value of investment property is not applicable.

NOTE NO 49. FINANCIAL INSTRUMENTS

49.1. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt (borrowings as detailed in notes 14 and 20) offset by cash and bank balances as detailed in notes 10 and 10.1 and total equity of the Group.

The Group is not subject to any externally imposed capital requirements. The Group monitors capital using a gearing ratio, which is net debt divided by total capital.

The Group sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

49.1.1 GEARING RATIO

The gearing ratio at end of the reporting year was as follows.

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Debt (Refer note i)	2,235.72	2,455.01
Cash and bank balances	(770.56)	(666.26)
Net debt	1,465.16	1,788.75
Total equity (Refer note ii)	5,262.06	3,597.51
Net debt to equity ratio	0.28	0.50

(i) Debt is defined as long-term and short-term borrowings (excluding derivative, financial guarantee contracts as described in notes 14 and 20 and includes interest accrued but not due on borrowings)

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

49.2. CATEGORIES OF FINANCIAL INSTRUMENTS

The following table provides categorisation of all financial instruments at carrying value except non-current investments in un-quoted equity instruments of subsidiaries and Joint Operations, which are carried at cost.

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Financial assets		
Measured at amortised cost		
(a) Cash and cash equivalents	440.17	413.26
(b) Bank balance other than (a) above	330.39	253.00
(c) Trade receivables	3,458.23	3,620.19
(d) Loans	57.18	61.83
(e) Other financial assets	651.23	919.33
Measured at FVTOCI		
(a) Investments in equity instruments	0.78	0.77
Total financial assets	**4,937.98**	**5,268.38**
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	2,235.72	2,455.01
(b) Trade payables	3,975.13	4,756.62
(c) Other financial liabilities	321.21	396.38
Total financial liabilities	**6,532.06**	**7,608.01**

49.3. FINANCIAL RISK MANAGEMENT OBJECTIVES

The Group's corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the group through internal risk assessment and analysis forex exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The risk management is governed by the Group's policy approved by the board of directors, which provide written principles on foreign exchange risk, interest rate risk, the use of financial derivatives and non-derivative financial instruments. Compliance with policies and exposure limits is reviewed on a continuous basis. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

49.4. MARKET RISK

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

49.5. FOREIGN CURRENCY RISK MANAGEMENT

The Group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions in various countries. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (₹). The risk is measured through a forecast of highly probable foreign currency cash flows.

The carrying amounts of the Group's unhedged foreign currency denominated monetary assets and monetary liabilities at the end of the reporting year are as follows:

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Particulars	Liabilities		Assets	
	As at 31st March, 2025		As at 31st March, 2025	
	Amount in foreign currency (in Crore)	(₹ in Crore)	Amount in foreign currency (in Crore)	(₹ in Crore)
AED Currency	0.26	6.16	0.03	0.71
BDT Currency	595.81	424.87	779.77	556.05
BTN Currency	0.04	0.04	0.06	0.06
CHF Currency	0.00	0.07	-	-
EURO Currency	0.11	10.27	0.78	71.94
GBP Currency	0.00	0.20	-	-
GHS Currency	26.89	148.87	108.83	602.43
GNF Currency	198.41	1.96	-	-
JPY Currency	2.20	1.25	-	-
KWD Currency	0.19	51.87	0.19	53.18
MRU Currency	21.35	45.85	7.41	15.92
MUR Currency	24.58	46.20	97.40	183.05
MVR Currency	112.72	624.78	198.96	1,102.81
MZN Currency	42.27	57.10	108.73	146.88
OMR Currency	0.00	0.05	-	-
QAR Currency	-	-	0.58	13.57
TZS Currency	81.59	2.67	12.04	0.39
USD Currency	13.68	1,169.09	13.21	1,129.06
XAF Currency	2,210.48	311.90	2,485.09	350.65
XOF Currency	233.66	32.97	337.53	47.63
ZMW Currency	17.93	54.64	0.02	0.06

Particulars	Liabilities		Assets	
	As at 31st March, 2024		As at 31st March, 2024	
	Amount in foreign currency (in Crore)	(₹ in Crore)	Amount in foreign currency (in Crore)	(₹ in Crore)
AED Currency	0.10	2.19	0.02	0.50
BDT Currency	634.00	489.26	720.03	555.65
BTN Currency	1.92	1.92	3.00	3.00
CHF Currency	0.00	0.07	-	-
EURO Currency	0.20	17.96	0.68	61.40
GBP Currency	0.00	0.07	-	-
GHS Currency	24.31	153.62	34.38	217.20
GNF Currency	203.52	1.99	-	-
JPY Currency	11.78	6.49	-	-
KWD Currency	0.22	58.86	0.25	66.75
MRU Currency	21.63	45.53	7.60	15.99
MUR Currency	41.17	73.96	84.32	151.48
MVR Currency	153.05	827.81	181.40	981.13
MZN Currency	49.73	65.55	121.58	160.27
OMR Currency	0.00	0.04	-	-
QAR Currency	-	-	0.56	12.81
SAR Currency	0.00	0.02	-	-
TZS Currency	125.60	4.07	5.99	0.19
USD Currency	8.65	721.81	4.86	405.34
XAF Currency	2,866.32	393.55	2,302.54	316.14
XOF Currency	509.72	69.98	476.55	65.43
ZMW Currency	24.15	80.53	0.27	0.90

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49.5.1 FOREIGN CURRENCY SENSITIVITY ANALYSIS

The Group is mainly exposed to the currency of USD, EURO, BDT, GHS, ZMW, MUR, MZN, MRU and MVR

The following table details the Group's sensitivity to a 5% increase and decrease in the Indian Rupee against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivable and payables in the Group at the end of the reporting period.The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in the profit or equity where the Indian Rupee strengthens 5% against the relevant currency. For a 5% weakening of the rupee against the relevant currency , there would be a comparable impact on the profit or equity, and the balances below would be negative. The impact of 5 % is also applicable on outstanding foreign currency loans as on the reporting date.

Particulars	USD Currency Impact		Euro currency impact		BDT currency impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	(2.00)	(15.82)	3.08	2.17	6.56	3.32
Decrease in exchange rate by 5%	2.00	15.82	(3.08)	(2.17)	(6.56)	(3.32)

Particulars	GHS currency impact		ZMW currency impact		MUR currency impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	22.68	3.18	(2.73)	(3.98)	6.84	3.88
Decrease in exchange rate by 5%	(22.68)	(3.18)	2.73	3.98	(6.84)	(3.88)

Particulars	MZN currency impact		MRU currency impact		MVR currency impact	
	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024	FY 2024-2025	FY 2023-2024
Impact on profit or loss for the year						
Increase in exchange rate by 5%	4.49	4.74	(1.50)	(1.48)	23.90	7.67
Decrease in exchange rate by 5%	(4.49)	(4.74)	1.50	1.48	(23.90)	(7.67)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting year does not reflect the exposure during the year.

49.5.2 DERIVATIVE FINANCIAL INSTRUMENTS

The group has entered into foreign currency options and Interest rate swaps to cover its exchange rate and interest rate risks pertaining to its foreign currency borrowings.

There are no significant derivative financial instruments outstanding at the end of the reporting year.

49.6. INTEREST RATE RISK MANAGEMENT

The group is exposed to interest rate risk because entities in the group, borrow foreign currency and local currency funds at floating interest rates. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The group's exposure to interest rate changes at the end of reporting year are as follows:

(₹ in Crore)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Borrowing at Fixed Rate	1,387.92	1,616.42
Borrowing at Floating Rate	841.88	834.54
Total Borrowings	2,229.80	2,450.96

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49.6.1. INTEREST RATE SENSITIVITY ANALYSIS

The sensitivity analysis below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting year. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting year was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Company's profit for the twelve month ended 31st March, 2025 would decrease/increase by ₹ 4.21 Crore (31st March, 2024: decrease/increase by ₹ 4.17 Crore). This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings.

49.7. OTHER PRICE RISKS

The Group is exposed to equity price risks arising from equity investments. Certain of the Group's equity investments are held for strategic rather than trading purposes.

49.7.1 EQUITY PRICE SENSITIVITY ANALYSIS

The sensitivity analysis below have been determined based on the exposure to equity price risks at the end of the reporting year.

If equity prices had been 5% higher/lower:

Other comprehensive income for the year ended 31st March, 2025 would increase / decrease by ₹ 0.01 Crore (31st March, 2024: decrease/increase by ₹ 0.01 Crore) as a result of the changes in fair value of equity investments measured at FVTOCI.

49.8 CREDIT RISK MANAGEMENT

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk arises from investment in debt instruments, loans, trade receivables, other receivables, cash and bank balance and derivative financial instruments.

The Group is exposed to credit risk on its financial assets, which comprise cash and cash equivalents, bank deposits, trade receivables and loan receivables. The exposure to credit risks arises from the potential failure of counterparties to meet their obligations. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial instruments.

Trade receivables and loan receivable:

The Group assesses and manages credit risk on an internal credit evaluation system. It is performed by the finance team in conjunction with the relevant business teams depending on the nature and type of the financial asset being evaluated.

The customer base of the Group is highly comprising of government parties. Further, Group is having certain short term loan receivables from the Group entities. Collateral is generally not obtained from customers. Other customers are subject to credit verification procedures including an assessment of their independent credit rating, financial position, past experience and industry reputation.

(A) To measure the expected credit losses on (a) trade receivables from government parties, and (b) trade receivables and loan receivables from Group Companies, they have been considered to enjoy the low credit risk as they meet the following criteria:

i) they have a low risk of default,

ii) the counterparty is considered, in the short term, to have a strong capacity to meet its obligations in the near term, and

iii) the Group expects, in the longer term, that adverse changes in economic and business conditions might, but will not necessarily, reduce the ability of the borrower to fulfil its obligations.

(B) Cash and cash equivalents, bank deposits are held with only high rated banks/financial institutions, credit risk on them is therefore insignificant.

(C) For other trade receivables (including contract assets), the Group applies 'Expected Credit Loss' model for recognising impairment loss on trade receivables as well as contract asset Afcons Infrastructure Limited Notes forming part of the consolidated financial statement as at and for the year ended 31st March, 2025

The measurement of ECL depends on whether credit risk has increased significantly since initial recognition. These credit risk are regularly monitored based on historic turnover activity and credit performance of every customer. In addition, overdue receivable balances are monitored and actioned on a regular basis. When the credit risk has not increased significantly after initial recognition, a provision shall be made for the 12 month expected loss, otherwise shall be made for the entire lifetime.

The Group considers the probability of default upon initial recognition of asset and whether there is a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information which considers multiple factors such as:

- internal credit rating.
- external credit rating (as far as available).
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations.
- actual or expected significant changes in the operating results of the borrower.
- significant increase in credit risk on other financial instruments of the same borrower.
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

Macro-economic information (such as regulatory changes, market interest rate or growth rates) is incorporated as part of the internal rating model. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments within 120 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Refer note 5 and note 8 for reconciliation of expected credit loss balance on financial assets.

49.9 LIQUIDITY RISK MANAGEMENT

Ultimate responsibility for liquidity risk management rests with the management, which has established an appropriate liquidity risk management framework for the management of the Group's short-term, medium-term, and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

49.9.1 LIQUIDITY RISK TABLE

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include principal cash flows along with interest. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting year. The contractual maturity is based on the earliest date on which the Group may be required to pay.

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(₹ in Crore)

Particulars	Weighted average effective interest rate (%)	Upto 1 year	1-5 years	5+ years	Total
31st March, 2025					
Borrowings (including Interest)	9.21%	1,703.11	640.33	45.28	2,388.72
Trade payables		3,541.35	433.78	-	3,975.13
Other financial liabilities		246.37	74.84	-	321.21
		5,490.83	**1,148.95**	**45.28**	**6,685.06**
31st March, 2024					
Borrowings (including Interest)	9.39%	1,933.41	674.84	17.99	2,626.24
Trade payables		4,325.62	431.00	-	4,756.62
Other financial liabilities		269.85	126.53	-	396.38
		6,528.88	**1,232.37**	**17.99**	**7,779.24**

The Group is exposed to credit risk in relation to guarantees given. The Group's maximum exposure in this respect is the maximum amount the Group could have to pay if the guarantee is called on. Based on expectations at the end of the reporting year, the Group considers that it is more likely that such an amount will not be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the beneficiary under the guarantee may default.

For Contractual maturities of lease liabilities refer note 51 (iii).

49.10 FAIR VALUE MEASUREMENTS

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

49.10.1 FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting year. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets / Financial liabilities	Fair value (₹ in Crore)		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at 31st March, 2025	As at 31st March, 2024		
Investments in equity instruments at FVTOCI (quoted) (see note 1)	0.78	0.77	Level 1	The investment in quoted instruments are measured at fair value based on quoted prices in active market.

Note 1: These investments in equity instruments are not held for trading. Instead, they are held for medium or long-term strategic purpose. Upon the application of Ind AS 109, the Group has chosen to designate these investments in equity instruments as at FVTOCI as the directors believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value immediately in profit or loss.

49.10.2 FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE NOT MEASURED AT FAIR VALUE (BUT FAIR VALUE DISCLOSURES ARE REQUIRED)

The carrying amounts of the following financial assets and financial liabilities (other than long term borrowings) are a reasonable approximation of their fair values. Accordingly, the fair values of such financial assets and financial liabilities have not been disclosed separately.

a) Financial assets

Cash and bank balances

Bank balance other than above

Trade receivables

Loans

Other financial assets

b) Financial liabilities

Short-term borrowings

Trade payables

Other financial liabilities

Lease Liabilities

The carrying amount and fair value of long term borrowings, which are measured at amortised cost is disclosed in table below :

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial liabilities				
Financial liabilities held at amortised cost:	841.88	841.88	834.54	834.54
- Borrowings	841.88	841.88	834.54	834.54

NOTE NO 50. DISCLOSURE PURSUANT TO IND AS 115 "REVENUE FROM CONTRACTS WITH CUSTOMERS".

(i) Disaggregation of revenue from contracts with customers into geographical areas for the year ended 31st March, 2025 recognised in the consolidated statement of profit & loss

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Segment revenue		
India	8,697.13	9,965.30
Outside India	3,851.29	3,302.20
Revenue from external customers	**12,548.42**	**13,267.50**
Timing of revenue recognition		
At a point in time	144.71	189.96
Over time	12,403.71	13,077.54
	12,548.42	**13,267.50**

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(ii) Unsatisfied performance obligations:

The aggregate amount of transaction price allocated to performance obligation that are unsatisfied as at the end of reporting year is ₹ 39,816.62 Crore (as at 31st March, 2024 ₹ 35,924.03 Crore). Management expects that about 40% of the transaction price allocated to unsatisfied contracts as of 31st March, 2025 will be recognised as revenue during next 12 months depending upon the progress of each contracts. The remaining amount is expected to be recognised in subsequent years.

(iii) Reconciliation of contract price with revenue recognised during the year:

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Revenue as per contract price	12,548.42	13,237.13
Adjustments for:		
Payments on behalf of customer	-	30.37
Revenue from Operations	**12,548.42**	**13,267.50**

(iv) Significant changes to Contract Asset and Contract Liability from 1st April, 2024 to 31st March, 2025

(₹ in Crore)

Particulars	Contract Assets	Contract Liabilities
Contract assets / liabilities as at 1st April, 2023	4,689.00	4,539.31
Changes in Contract Asset / Liabilities *	536.40	(89.86)
Contract assets / liabilities as at 31st March, 2024	**5,225.40**	**4,449.45**
Contract assets / liabilities as at 1st April, 2024	5,225.40	4,449.45
Changes in Contract Asset / Liabilities *	1,870.36	324.54
Contract assets / liabilities as at 31st March, 2025	**7,095.76**	**4,773.99**

* The contract assets and liabilities undergo a change periodically, due to changes in the contractual estimates for the projects on account of any change in scope of work, unprecedented delays, etc. During the year, the group has additionally recognised a loss allowance for contract assets in accordance with Ind AS 109.

(i) Contract assets represents balances due from customers under construction contracts that arise when the aggregate of contract cost incurred to date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing.

(ii) Contract liabilities relating to construction contracts are balances due to customers, these arise when a particular milestone payment exceeds the revenue recognised to date under the input method and advance received in long term construction contracts. The amount of advance received gets adjusted over the construction period as and when invoicing is made to the customer

Contract assets and contract liabilities net position assessed on a contract by contract basis and its classification into current and non current for respective years.

(₹ in Crore)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Current	Non Current	Current	Non Current
Contract Assets	4,268.54	887.10	1,994.64	1,167.48
Contract Liabilities	1,056.96	1,776.90	1,248.35	1,137.82

(v)
- For movement in Expected Credit Loss of Trade Receivables and Contract Assets, refer Note 5.1.A and 8.1 of the consolidated financial statement.
- For Trade Receivable refer Note 5 of the consolidated financial statement.
- For Contract liabilities refer Note 17 of the consolidated financial statement.

(v) Contracts assets and liabilities balance

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Contracts in progress at the end of the reporting year		
Construction cost incurred plus recognised profits less recognised loss to date	55,336.85	70,770.88
Less : Progress billings	48,589.84	66,102.31
	6,747.01	**4,668.57**
Recognised and included in the consolidated financial statements as amounts due		
- from customers under construction contracts	7,095.76	5,225.40
- to customers under construction contracts	(348.75)	(556.83)
	6,747.01	**4,668.57**

(vi) The Group recognised revenue amounting to ₹ 536.77 Crore in the current reporting year (Previous year ₹ 1,085.89 Crore) that was included in the contract liability as of 1st Apri, 2024.

NOTE NO. 51 - DISCLOSURE PURSUANT TO IND AS 116 “LEASES”

The Group leases land and buildings. Rental contracts are typically made for fixed periods of mostly 1 to 3 years, but may have extension options as described in (v) below.

(i) Amounts recognised in the balance sheet

a. Right-to-use assets

(₹ in Crore)

Particulars	Note No.	As at 31st March, 2025	As at 31st March, 2024
Land	3.D.	61.42	29.75
Building	3.D.	45.01	38.16

b. Lease Liabilities

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Current	49.30	33.08
Non-current	58.28	35.15

(ii) Amounts recognised in the statement of profit and loss

(₹ in Crore)

Particulars	Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Expense relating to short-term leases (included in equipment hire / rent charges and other expenses)**	28	72.77	68.86
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses)	28	0.40	0.89
Interest on lease liability	26	7.85	4.43
Depreciation during the year	27	49.91	40.16
Total		**130.93**	**114.34**

** Rent expense relating to short-term leases of identified assets and variable lease payments under Ind AS 116 included in Note 24.1 and Note 28 as mentioned above stands to ₹ 72.77 Crore (as at 31st March, 2024 ₹ 68.86 Crore) However, the total of rent and hire charges included in Note 24.1 and Note 28 stands at ₹ 747.65 Crore (as at 31st March, 2024 ₹ 751.10 Crore) , the differential of ₹ 674.88 Crore (as at 31st March, 2024 ₹ 682.24 Crore) is on account of hire charges of the assets which are unidentified assets under Ind AS 116.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

(iii) Maturities of lease liabilities as at 31st March, 2025

(₹ in Crore)

Particulars	Upto 1 year	1-5 years	5 and More years	Total
Lease liabilities	49.30	58.27	0.01	107.58

Maturities of lease liabilities as at 31st March, 2024

(₹ in Crore)

Particulars	Upto 1 year	1-5 years	5 and More years	Total
Lease liabilities	33.08	35.15	-	68.23

(iv) Total cash outflow for leases for the year ended 31st March, 2025 is ₹ 58.24 Crore (As at 31st March, 2024 ₹ 40.56 Crore)

Amount recognised in cashflow statement

(₹ in Crore)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Payment of lease liabilities during the year	49.08	36.13
Finance cost paid during the year	7.85	4.43

(v) Extension and termination options

Extension and termination options are included in a number of Land, Office Premises, Houses and Godowns leases across the Company. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operation. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(vi) Practical expedients applied :

In applying Ind AS 116, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
- accounting for operating leases with term less than 12 months as short-term leases.
- using hindsight in determining the lease term where the contract contains option to extend or terminate the lease.
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application.

(vii) The lessee's range of weighted average incremental borrowing rate applied to the lease liabilities for the entire group was 9.25%.

(viii) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of Ind AS 116.

NOTE NO. 52 :

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Group towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on 13th November, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Group will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO.53. - INTEREST IN OTHER ENTITIES

Details of aggregate amount of individually immaterial subsidiaries having non-controlling interest.

(₹ in Crore)

Name of Subsidiary	Principal Activities	Place of Incorporation and Principal place of business	Proportion of ownership interests and voting rights held by non- controlling interest		Profit/(Loss) allocated to non- controlling interest		Accumulated non-controlling interest		Dividends paid to non-controlling interest	
			As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
Afcons Infrastructures Kuwait for Building, Road and Marine Contracting WLL	Infrastructure	Kuwait	3%	3%	(0.02)	0.00	1.54	1.56	-	-
Total					**(0.02)**	**0.00**	**1.54**	**1.56**	**-**	**-**

NOTE NO.54.

As of 31st March, 2025 the Company has an outstanding receivables amounting to ₹ 95.51 Crore (including interest of ₹ 2.74 Crore) (outstanding as on 31st March, 2024 ₹ 92.77 Crore) from SP Jammu Udhampur Highway Limited (SP Juhi) under the EPC contract for the Jammu Udhampur Road Project of NHAI. SP Jammu Udhampur Highway Limited (SP Juhi) had assigned the same to Shapoorji Pallonji Solar Holdings Pvt Ltd. (SP Solar) vide deed of assignment dated 20th July, 2022 between SP Juhi and SP Solar, which got subsequently merged with Shapoorji Pallonji Infrastructure Capital Co Pvt Ltd.

NOTE NO.55.

During the quarter ended 31st December, 2024, the Company has completed an Initial Public Offering ('IPO') aggregating to ₹ 5,430.00 Crore comprising of 11,73,27,139 equity shares. The issue comprised of Fresh issue of 2,70,46,362 equity shares aggregating to IPO proceeds of ₹ 1,250.00 Crore (i.e. face value of ₹ 10 per share and securities premium of ₹ 409/- on 5,10,592 equity shares allotted under employee reservation and ₹ 453/- per share on 2,65,35,770 equity shares allotted to others) and Offer for Sale ("OFS") of 9,02,80,777 equity shares aggregating to proceeds of ₹ 4,180.00 Crore (i.e.face value of ₹10 each per share and share premium of ₹ 453/- per share). Pursuant to the IPO equity shares were listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 4th November, 2024.

The Company's share of total offer expenses are ₹ 35.37 Crore. The details of IPO proceeds ₹1,250.00 Crore (net of IPO expenses of ₹ 35.37 Crore) which were utilised as at 31st March, 2025 are summarised in table below.

(₹ in Crore)

Objects of the issue as per the prospectus	Amount to be utilised as per the prospectus	Utilised amount upto 31st March, 2025	Unutilised amount upto 31st March, 2025 *
a. Capital Expenditure towards purchase of construction equipments	80.00	28.33	51.67
b. Funding towards working capital requirements	320.00	320.00	-
c. Prepayment or scheduled repayment of a portion of certain outstanding borrowings and acceptances availed by our Company	600.00	600.00	-
d. General Corporate Purposes (GCP) (Net of Issue expenses)**	214.63	214.63	-
Total utilisation (a+b+c+d)	**1,214.63**	**1,162.96**	**51.67**

*The IPO Proceeds of ₹ 51.67 Crore which were unutilised as at 31st March, 2025 were temporarily invested in fixed deposits of scheduled commercial banks.

** During the quarter ended 31st March, 2025, Net proceeds were revised from ₹ 1,206.12 Crore to ₹ 1,214.63 Crore as issue expenses has been revised from ₹ 43.88 Crore to ₹ 35.37 Crore, Unutilised issue expenses of ₹ 8.51 Crore were added to GCP. Hence, GCP has been revised from ₹ 206.12 Crore to ₹ 214.63 Crore.

Notes Forming Part of the Consolidated Financial Statements
as at and for the Year Ended 31st March, 2025 (Contd.)

NOTE NO.56.

The Income Tax Department ("the Department") conducted a Survey ("the Survey") under Section 133A of the Income Tax Act on the Company during the quarter ended 31st March, 2025. As on the date of issuance of these financial results/statements, the Company has not received any communication from the Department regarding the outcome of the Survey. While uncertainty exists regarding the ultimate outcome of the proceeding, the Company after considering available information, as of the date of approval of these financial results/statements has not identified any adjustments, disclosures or any effect to the current or prior period financial statements or financial information.

NOTE NO.57.

The consolidated financial statement is approved and adopted by the Board of Directors in it's meeting held on 23rd May, 2025.

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May, 2025

FORM AOC - I

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of the Subsidiary or Associate Companies or the Joint Ventures

(₹ in Crores)

Sr. No.	Name of the Company	Country of Incorporation	Reporting Currency	Reporting Period	% of Share	Rate of Exchange	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Details of Investments (except in case of investment in subsidiaries)			Turnover (Incl. Other Income)	Profit/ (Loss) before Tax	Provision for Current & Deferred Tax	Profit/ (Loss) after Tax	Proposed Dividend
											Shares	Mutual Funds	Total of Investment					
Part "A "Subsidiaries																		
1	Hazarat & Company Private Limited	India	INR	1st April, 2024 31st March, 2025	100%	-	0.20	(0.17)	0.04	0.04	-	-	-	0.02	-	-	-	-
2	Afcons Corrosion Protection Private Limited	India	INR	1st April, 2024 31st March, 2025	100%	-	0.08	1.97	2.07	2.07	-	-	-	0.13	0.11	(0.03)	0.08	
3	Afcons Hydrocarbons Engineering Private Limited	India	INR	1st April, 2024 31st March, 2025	100%	-	0.10	1.42	1.53	1.53	-	-	-	0.09	0.08	(0.02)	0.06	-
4	Afcons Oil & Gas Services Private Limited	India	INR	1st April, 2024 31st March, 2025	100%	-	0.01	(0.04)	0.01	0.01	-	-	-	-	(0.01)	-	(0.01)	-
5	Afcons Construction Mideast LLC	Dubai, UAE	AED	1st April, 2024 31st March, 2025	100%	23.26	0.70	(147.14)	305.59	305.59	-	-	-	62.86	(47.47)	-	(47.47)	-
6	Afcons Gulf International Projects Services FZE#	Fujairah	AED	1st April, 2024 31st March, 2025	100%	23.26	2.33	1.93	4.27	4.27	-	-	-	-	(0.35)	-	(0.35)	-
7	Afcons Infrastructures Kuwait for Building, Roads and Marine Contracting WLL	Kuwait	KWD	1st January, 2024 31st December, 2024	49%	276.27	3.32	16.08	19.65	19.65	-	-	-	0.39	(0.47)	-	(0.47)	-
8	Afcons Mauritius Infrastructure Limited	Mauritius	EURO	1st April, 2024 31st March, 2025	100%	92.45	10.17	8.18	18.38	18.38	-	-	-	6.07	5.70	-	5.70	
9	Afcons Overseas Singapore Pte Limited	Singapore	SGD	1st April, 2024 31st March, 2025	100%	63.66	0.32	537.54	554.43	554.43	-	-	-	21.95	(50.67)	-	(50.67)	-
10	Afcons Infra Projects Kazakhstan LLP#$	Kazakhstan	KZT	1st April, 2024 31st March, 2025	100%	0.17	0.01	(1.72)	0.03	0.03	-	-	-	-	(0.01)	-	(0.01)	-
11	Afcons Contracting Company*	Saudi Arabia	SAR	1st April, 2024 31st March, 2025	90%	22.80	2.28	0.00	4.84	4.84	-	-	-	-	0.00	-	0.00	-
12	Afcons Overseas Project Gabon SARL#	Gabon	XAF	1st January, 2024 31st December, 2024	100%	0.14	0.01	18.16	68.39	68.39	-	-	-	-	(0.06)	-	(0.06)	-

Notes: 1) Names of subsidiaries which are yet to commence operations - Nil

2) Indian rupee equivalent of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31st December 2024 / 31st March 2025.

3) The above statement does not include 28 controlled trust as the same are not as Subsidiaries /Associates/ Joint Venture Company under Companies Act 2013.

step down subsidiary

$ in the process of winding up

* Incorporated during the year

PART "B" ASSOCIATES/ JOINT VENTURE (JOINT OPERATION OR "JO")

Sr. No.	Name of Associates / Joint Operations	Afcons KPTL JV	Strabag Afcons Joint venture	Ircon Afcons Joint Venture#	Afcons Sener LNG Construction Projects Pvt. Ltd.	Afcons Gunanusa Joint Venture	Transtonnelstroy Afcons Joint Venture	Dahej Standby Jetty Project Undertaking	Afcons Sibmost Joint Venture	Afcons Pauling Joint Venture	Afcons Vijeta PES Joint Venture	Afcons SMC Joint Venture	Afcons Vijeta Joint Venture	Afcons JAL Joint Venture	Afcons Infrastructure Ltd and Vijeta Projects and Infrastructures Ltd JV	Afcons Vijeta JV*	Afcons Hindustan Joint Venture
		Unincorporated JO	Unincorporated JO	Unincorporated JO	Incorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO	Partnership Firm	Unincorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO	Unincorporated JO
1	**Reporting Period**	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025	31st March, 2025
2	**Shares of Associate / Joint operations held by the company on the year end**																
	a) No.	-	-	-	4,900	-	-	-	-	-	-	-	-	-	-	-	-
	b) Amount of Investment in Joint operations	-	-	-	49,000	-	-	-	-	1,74,00,000	-	-	-	-	-	-	-
	c) Extend of Holding %	51%	40%	47%	49%	100%	99%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
3	Description of how there is significant influence	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
4	Reason why the associate/ Joint operation is not consolidated	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ in Crores)	28.65	50.65	-	(18.63)	(47.89)	(33.64)	1.00	104.18	1.74	(1.00)	0.43	36.33	0.17	24.20	19.46	5.40
6	**Profit / Loss for the year (₹ in Crores)**																
	i. Considered in Consolidation	2.36	40.45	(0.01)	(6.96)	(4.13)	43.72	(0.06)	(6.59)	-	(0.43)	(0.10)	17.00	(1.01)	36.43	1.05	2.31
	i. Not considered in Consolidation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

1) Names of Associates /Joint Ventures which are yet to commence operations - **NIL**
2) Names of Associates /Joint Ventures which have been liquidated or sold during the year - **NIL**
3) Afcons Sener LNG Construction Projects Pvt.Ltd. is an Associate Company (i.e.Joint Venture Company). All other entities are unincorporated Joint Venture (i.e. Joint Operations) and Partnership Firm and are accounted in the Standalone/Consolidated Financial Statements in terms IND AS-110 & IND AS-111, however these entities (i.e. Unincorporated Joint Operations and Partnership Firm) are not considered as Subsidiaries / Associates Companies /Joint Venture Company under Companies Act 2013.

Pursuant to the completion of the project, the said Joint Venture was wound up w.e.f. 30th September 2024.

* Afcons Vijeta JV is executing project in Zimbabwe.

For and on behalf of the Board of Directors

Subramanian Krishnamurthy
Executive Vice Chairman
DIN: 00047592

Srinivasan Paramasivan
Managing Director
DIN: 00058445

Ramesh Kumar Jha
Chief Financial Officer

Gaurang M. Parekh
Company Secretary
M. No. F-8764

Place: Mumbai
Date: 23rd May 2025

Addu City Road Project, Maldives

Afcons Infrastructure Limited
“Afcons House” 16, Shah Industrial Estate,
Veera Desai Road, Azad Nagar,
Andheri (West), Mumbai - 400 053
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CIN: L45200MH1976PLC019335